

T H E X - M E N[®]



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BY STAN LEE & JACK KIRBY

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Vol. 2 TPB**
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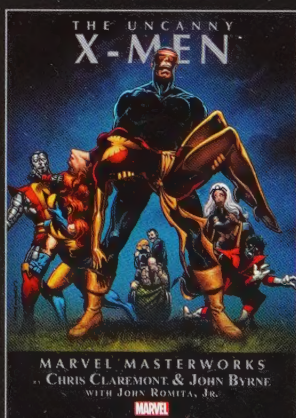
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The logo features a large, stylized 'X' with a jagged, torn-paper edge. The word 'the' is written in a cursive script across the left side of the 'X'. To the right of the 'X' is a small square icon containing a horizontal line. Further right, the word 'MEN' is written in a bold, blocky, sans-serif font with a thick black outline.

VOLUME 1
COLLECTING

THE X-MEN Nos. 1-10

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M A R V E L M A S T E R W O R K S
C R E D I T S

THE
X - M E N
Nos. 1-10

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Michael Kelleher (Covers)

Art Reconstruction: Laurie Smith & Pacific Rim Graphics
Michael Kelleher (Covers)

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Special Thanks: Ralph Macchio



MARVEL MASTERWORKS

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INTRODUCTION

BY STAN LEE

Life is full of surprises. Who'd ever have thought that a bunch of costumed mutants, hated and distrusted by mankind and led by a bald-headed, wheelchair-bound professor, would become—and get this—the biggest-selling comic book series in the world!

Even their name was a problem to us at the beginning. Wanna know why? I hoped you'd ask.

Originally, I proposed naming the chronicle of our merry little misfits *The Mutants*. I thought it would make a great title. But I was outvoted by the powers-that-be in the front office. I was told, with much conviction, that nobody knew what a mutant was, therefore that couldn't be the title of the magazine. I tried, in my stumbling, bumbling way, to say that some people knew the word, and those that didn't would soon learn after the book was published. But, as you can tell by the present title, unlike our sterling super heroes, yours truly didn't always emerge victorious!

However, undaunted and unbowed, I returned with another name—*The X-Men*. I truly expected to be booted out of the office for that one. I mean, if people didn't know what a mutant was, how would they know what an X-Man was? But I guess I'll never make my mark as a logician—everyone okayed the title!

Of course, I'm kind of glad about it now. I've learned to love the name. It was, as you probably know, taken from the first letter of Professor Xavier's name, and also represents the fact that each of our mutants has an X-tra power! The spelling's atrocious, but you get the idea.

Anyway, once everything had been okayed, I bellowed for my favorite super-hero artist, none other than Jolly Jack Kirby, or as I later christened him, Jack "King" Kirby—the one man who I was sure could depict our merry mutants at their colorful best. And how right I was!

After discussing the concept with ol' J.K., he tore into the project with his usual zesty zeal (or is it his zealous zest? You think it's easy writing corny?) I've always half-suspected that Jack was part mutant himself; nobody human could be so talented. And he did nothing to allay my suspicions. His representations of the action in the Danger Room, his costuming of characters like Magneto and the Brotherhood of Evil Mutants were nothing short of inspired. But I don't have to tell you, you're about to see it all for yourself.

As far as the basic concept of the series, the thing I liked the most about *The X-Men*

(and I must admit I'm prejudiced since I consider them all my babies!) is the fact that we tried to play against type.

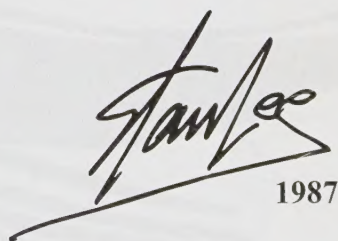
For example, I loved making The Beast, who was the biggest, shaggiest, most bestial-seeming of all, the most literary, cultured and articulate of the group. Cyclops, whom I always thought of as a second-in-command next to Professor X, who should have been somewhat of a swashbuckler, became a brooding, tragic figure, dreading the dangerous impact of his tremendous power. And take Professor X himself. It was quite a challenge to take a guy in a wheelchair, with no physical power, to say nothing of no hair, and make him seem glamorous to millions of young readers—but I don't think we fell too short of that mark. And then there was Iceman. I was really worried about how readers would accept him, but I figured what the hey, if they dug the Human Torch, why not? Once again, the gamble paid off.

Y'know, for those of you who are discovering the X-Men for the first time, I rather envy you. I've been reading them faithfully for years, even though it's been quite a while since I did the scripting myself, and I still get a tremendous charge out of them. But now, you yourself will be experiencing the never-to-be-repeated thrill of discovery, and I sure hope it'll give you the same charge to read them as it gave me to write 'em.

One other thing I should mention about our offbeat little band of heroes. Unlike most other comic book groups, they're always in a state of flux. New X-Men appear and older ones are put on the shelf for a while. In fact, with today's present X-Men series, if you let too many months go by between readings, you'll find that you need a whole new introduction to the proceedings, which somehow seems to be what excites so many readers about our mellow mutants. We like the idea, too, because you know how greedy we are. Soon we'll be selling scorecards with each issue—"Can't tell the heroes without a scorecard?"

But now it's time to see what all the fuss is about. So let me welcome you to the marvelous world of mutancy as we share the wonderment together!

EXCELSIOR!

A stylized, handwritten signature of Stan Lee in black ink, featuring a large, sweeping 'S' and a long, horizontal line extending from the end of the signature.

1987



THE STRANGEST SUPER-HEROES OF ALL!

1
SEPT.

IND.



the

X-MEN

DON'T MISS THIS FABULOUS
FIRST ISSUE!

IN THE
SENSATIONAL
FANTASTIC
FOUR
STYLE!

X-MEN
VERSUS
MAGNETO
EARTH'S MOST
POWERFUL
SUPER VILLAIN!!



IN THE MAIN STUDY OF AN EXCLUSIVE PRIVATE SCHOOL IN NEW YORK'S WESTCHESTER COUNTY, A STRANGE SILENT MAN SITS MOTIONLESS, BROODING...ALONE WITH HIS INDESCRIBABLE THOUGHTS...



FINALLY, HIS MEDITATION COMES TO AN END! THEN, WHILE HE REMAINS COMPLETELY MOTIONLESS, A SHARP, COMMANDING **THOUGHT** RINGS OUT, ECHOING THROUGH THE GREAT HALLS OF THE BUILDING!

ATTENTION, X-MEN! THIS IS PROFESSOR XAVIER CALLING! REPEAT: THIS IS PROFESSOR X CALLING!



YOU ARE ORDERED TO APPEAR AT ONCE! CLASS IS NOW IN SESSION! TARDINESS WILL BE PUNISHED!

NEVER, WITHIN THE MEMORY OF MAN, WAS THERE A "CLASS" SUCH AS THIS! NEVER WAS THERE A "TEACHER" SUCH AS PROFESSOR X! AND NEVER WERE THERE "STUDENTS" SUCH AS THE...

"X-MEN"

CYCLOPS PRESENT AND ACCOUNTED FOR, SIR!

THE ANGEL REPORTING, SIR!

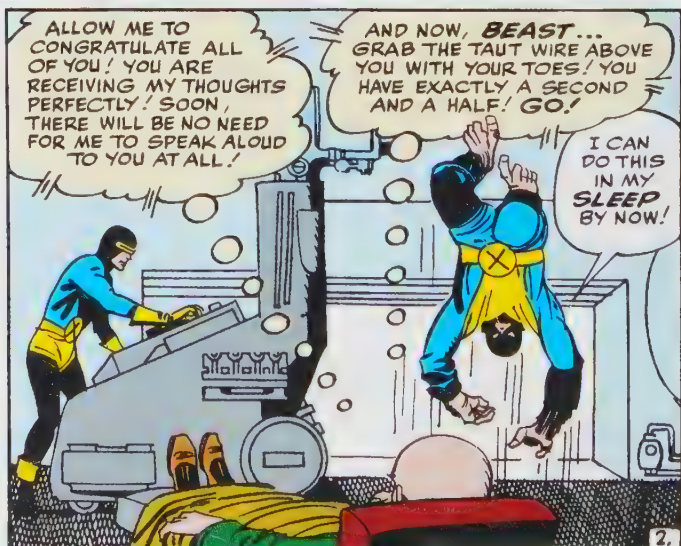
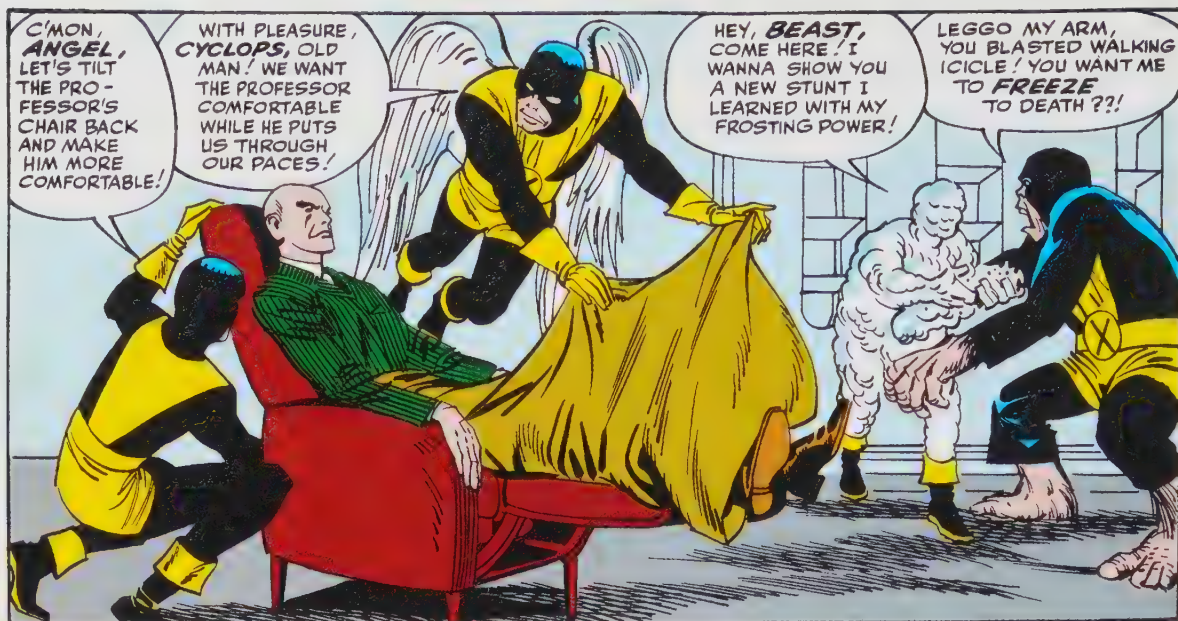
ICEMAN RIGHT ON SCHEDULE, SIR!

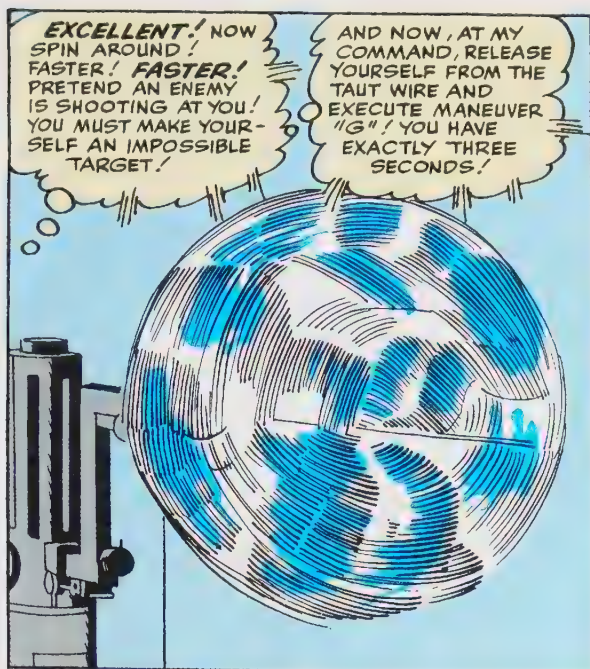
THE BEAST IS HERE, SIR!

X-401

Written by:
STAN LEE
Drawn by:
JACK KIRBY
Inked by:
PAUL REINMAN
Lettered by:
S. ROSEN

AND NOW, PREPARE YOURSELF FOR ONE OF THE MOST EXCITING READING EXPERIENCES OF YOUR LIFE! FOR YOU ARE ABOUT TO ENTER THE FASCINATING, UNPREDICTABLE WORLD OF...**THE X-MEN!**





EXCELLENT! NOW
SPIN AROUND!
FASTER! **FASTER!**
PRETEND AN ENEMY
IS SHOOTING AT YOU!
YOU MUST MAKE YOUR-
SELF AN IMPOSSIBLE
TARGET!

AND NOW, AT MY
COMMAND, RELEASE
YOURSELF FROM THE
TAUT WIRE AND
EXECUTE MANEUVER
"G"! YOU HAVE
EXACTLY THREE
SECONDS!



GO!

THREE
SECONDS
EXACTLY!
WELL DONE,
BEAST!



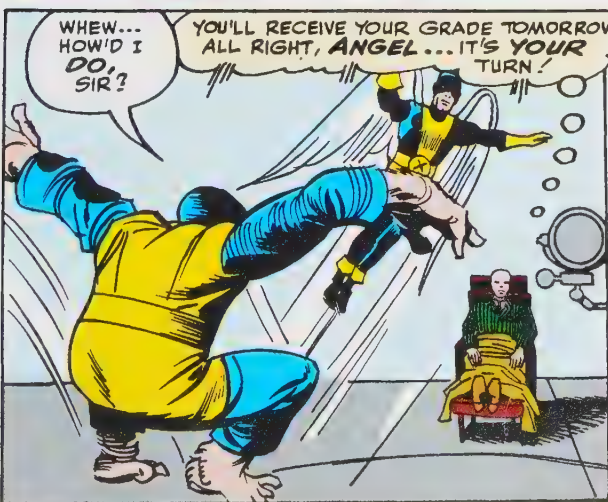
NOW FOR YOUR
**BALANCE
DRILL!**
STEADY...
STEADY!
SLACKEN THE
TENSION,
CYCLOPS!



GOOD!! NOW,
AS THE ROD
BEGINS TO SAG,
MAINTAIN YOUR
BALANCE... ON
ONE FINGER!
HOLD IT! **HOLD
IT!**



TOO FAST!
YOU'RE SWAYING TOO
MUCH! **RECOVER...**
QUICKLY! NOW LAND ON
YOUR FEET BEFORE THE
ROD SNAPS BACK!
CAREFUL...
CAREFUL...



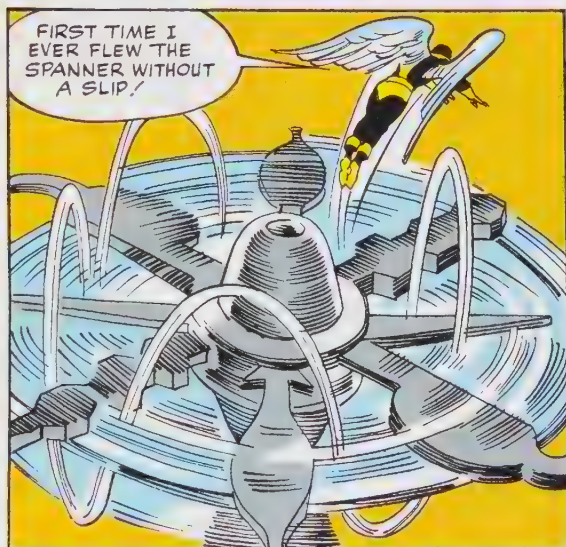
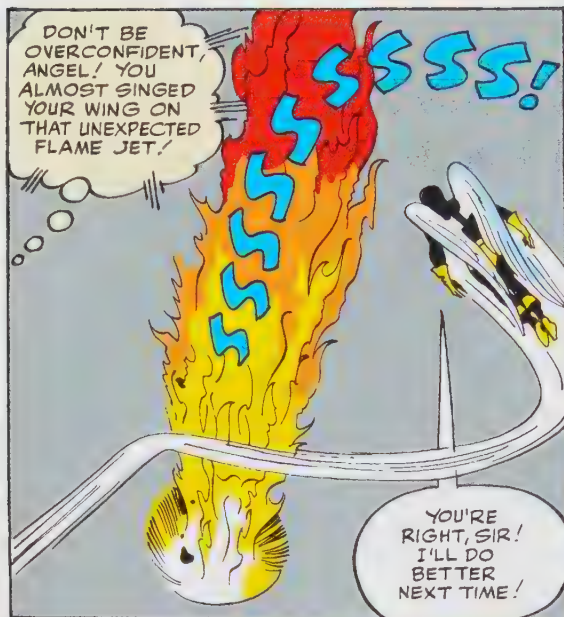
WHEW...
HOW'D I
DO,
SIR?

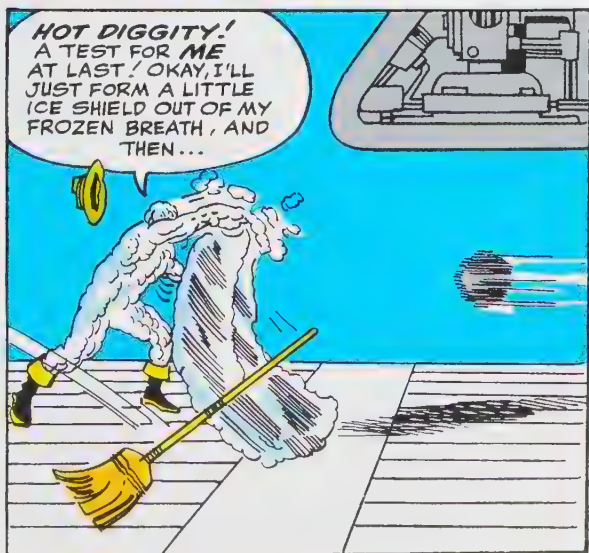
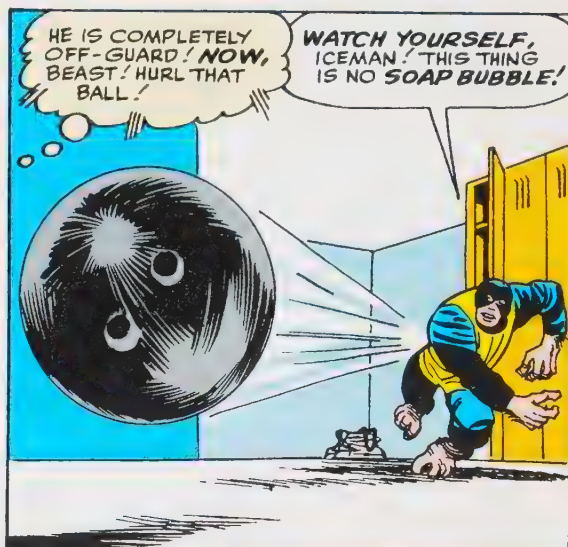
YOU'LL RECEIVE YOUR GRADE TOMORROW!
ALL RIGHT, **ANGEL**... IT'S **YOUR
TURN!**

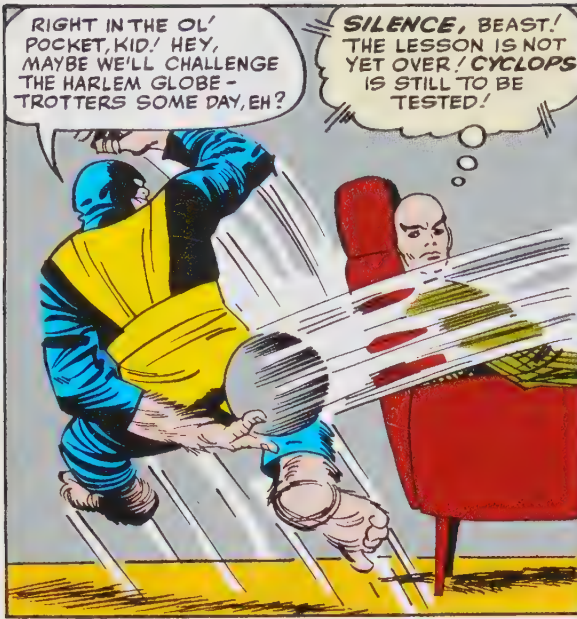


ARE YOU RECEIVING MY THOUGHT
CLEARLY? **GOOD!** NOW, BE
SHARP... TODAY WE TEST YOUR
WING REFLEX! YOU **DARE
NOT MAKE A MISTAKE!**

MISTAKES ARE FOR
HOMO SAPIENS, SIR...
NOT THE **ANGEL!**

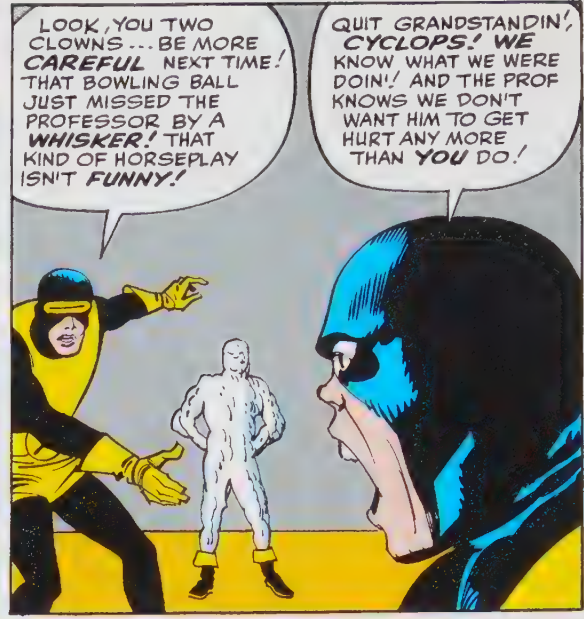






RIGHT IN THE OL' POCKET, KID! HEY, MAYBE WE'LL CHALLENGE THE HARLEM GLOBE-TROTTERS SOME DAY, EH?

SILENCE, BEAST! THE LESSON IS NOT YET OVER! CYCLOPS IS STILL TO BE TESTED!



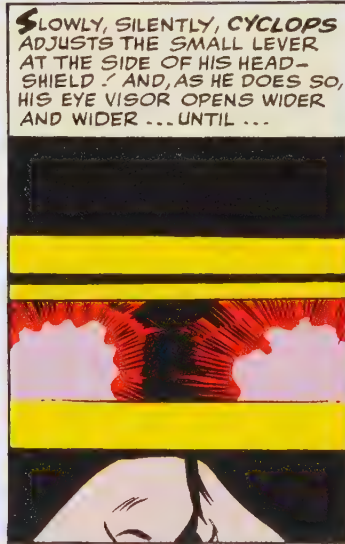
LOOK, YOU TWO CLOWNS... BE MORE CAREFUL NEXT TIME! THAT BOWLING BALL JUST MISSED THE PROFESSOR BY A WHISKER! THAT KIND OF HORSEPLAY ISN'T FUNNY!

QUIT GRANDSTANDIN', CYCLOPS! WE KNOW WHAT WE WERE DOIN'! AND THE PROF KNOWS WE DON'T WANT HIM TO GET HURT ANY MORE THAN YOU DO!



CYCLOPS! ATTENTION!! THIS IS YOUR TEST! ASSUME THE BEAST AND ICEMAN ARE YOUR ENEMIES! PUT THEM OUT OF ACTION, WITHOUT CAUSING SERIOUS INJURY!

AS YOU SAY, SIR!



SLOWLY, SILENTLY, CYCLOPS ADJUSTS THE SMALL LEVER AT THE SIDE OF HIS HEAD-SHIELD. AND, AS HE DOES SO, HIS EYE VISOR OPENS WIDER AND WIDER... UNTIL...

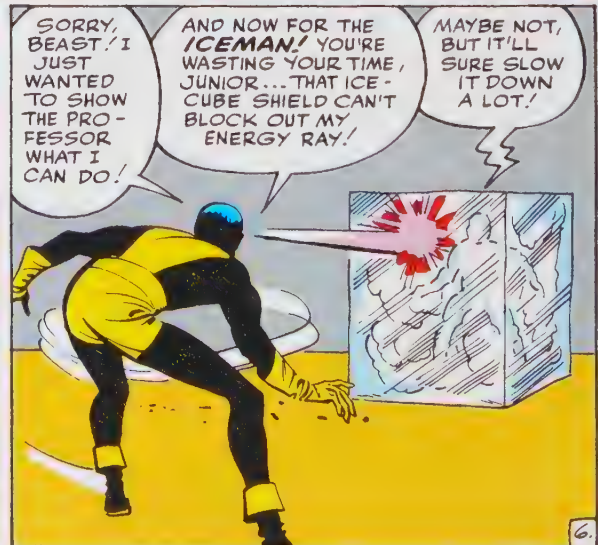


YOU'RE THE OLDEST, BEAST, SO YOU'RE FIRST!

YEOW!



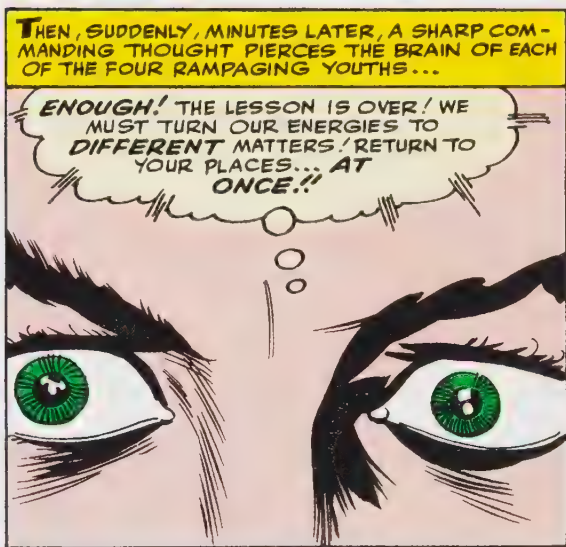
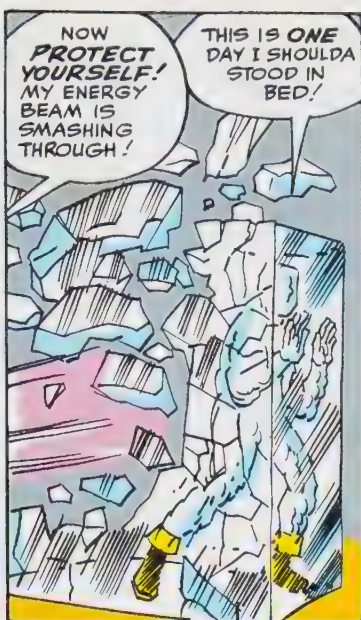
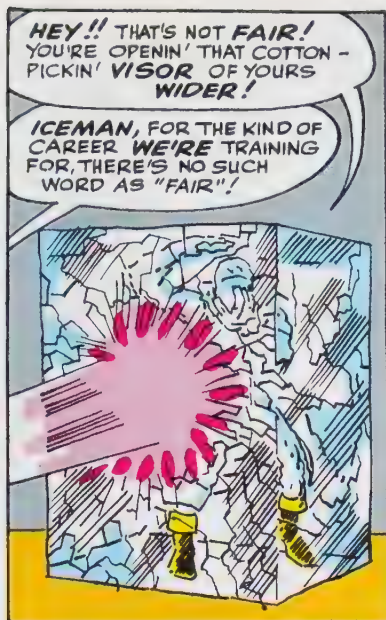
HEY, TURN DOWN THAT BLASTED VISOR OF YOURS, WILL YA ??! YOU ALMOST KNOCKED ME CLEAN THROUGH THE WALL!!

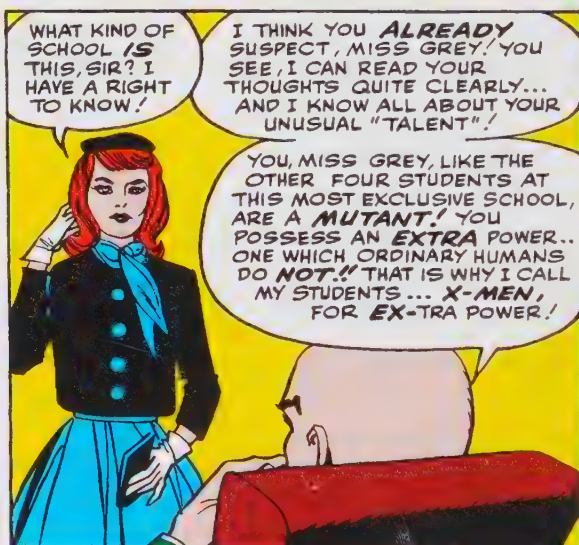
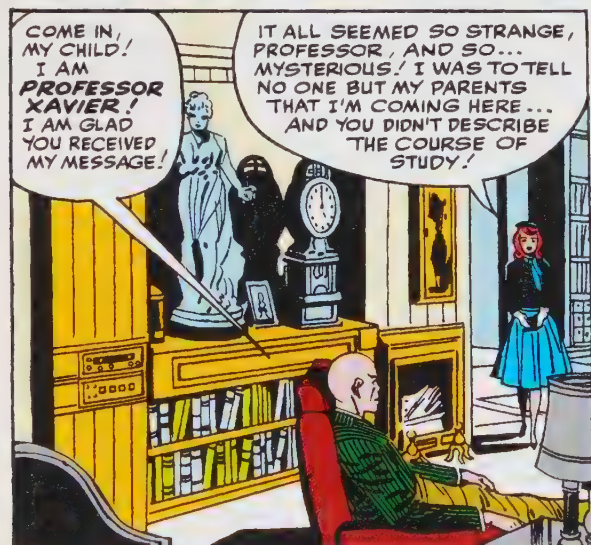
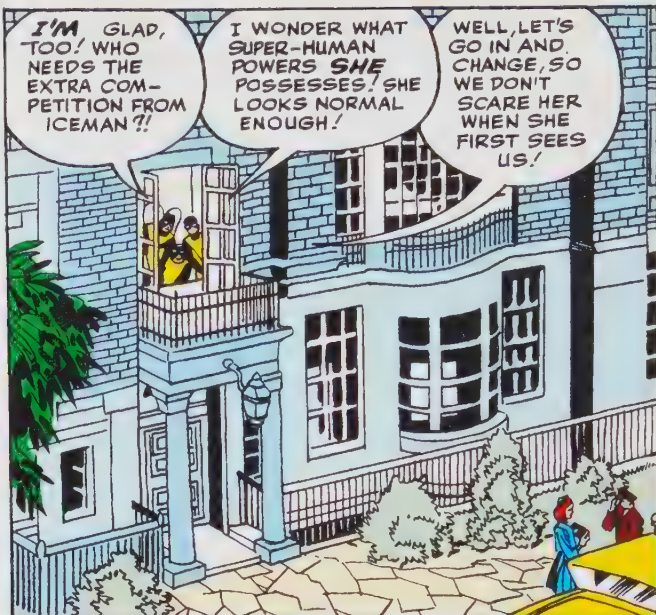


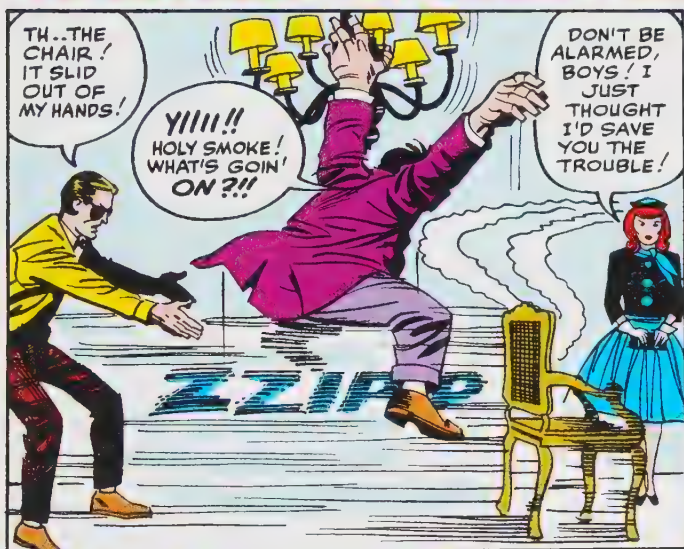
SORRY, BEAST, I JUST WANTED TO SHOW THE PROFESSOR WHAT I CAN DO!

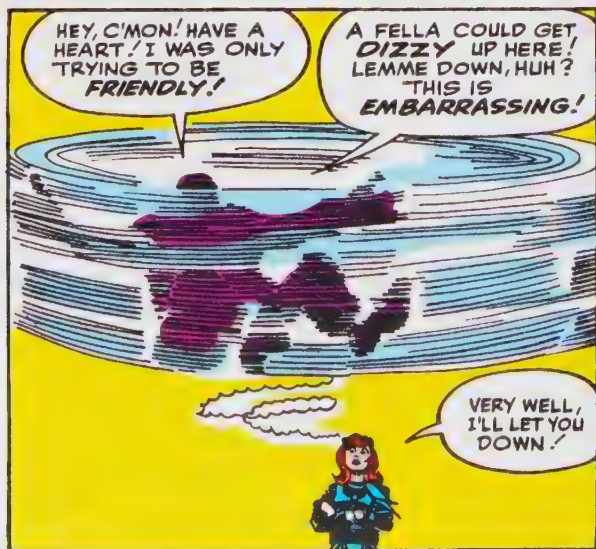
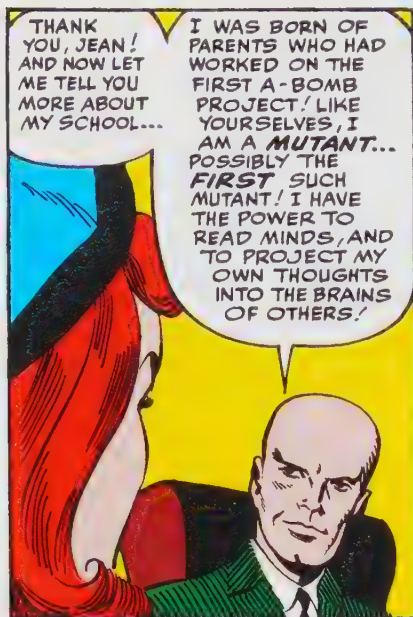
AND NOW FOR THE ICEMAN! YOU'RE WASTING YOUR TIME, JUNIOR... THAT ICE-CUBE SHIELD CAN'T BLOCK OUT MY ENERGY RAY!

MAYBE NOT, BUT IT'LL SURE SLOW IT DOWN A LOT!











I HOPE I WASN'T TOO ROUGH ON THE POOR DEAR!

NOT AT ALL, JEAN! WE DON'T USE KID GLOVES HERE! WE **HAVE** TO MAKE OUR TRAINING AS ROUGH AS POSSIBLE, TO PREPARE OURSELVES FOR OUR MISSION IN THE OUTSIDE WORLD!

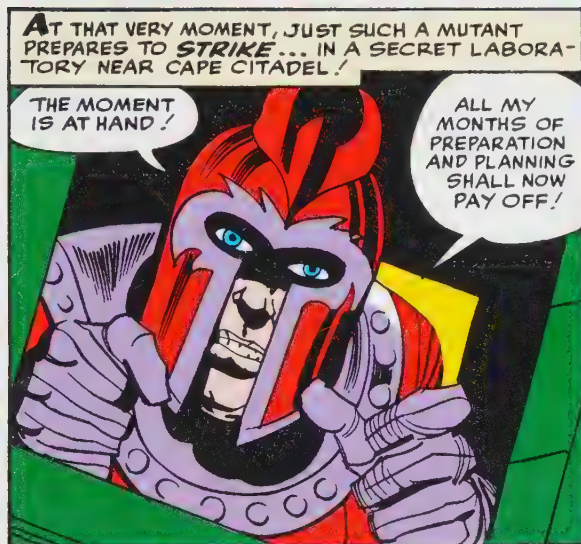


THAT'S WHAT I'VE WANTED TO ASK! JUST WHAT EXACTLY **IS** OUR REAL MISSION, SIR?

JEAN, THERE ARE MANY MUTANTS WALKING THE EARTH... AND **MORE** ARE BORN EACH YEAR!

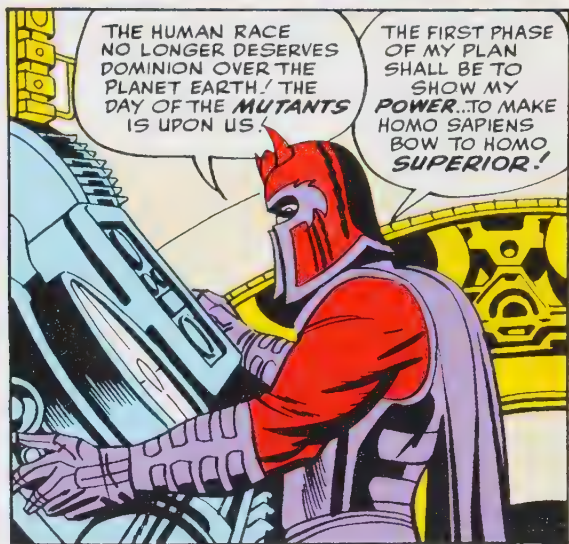


NOT ALL OF THEM WANT TO **HELP** MANKIND!... SOME **HATE** THE HUMAN RACE, AND WISH TO **DESTROY** IT! SOME FEEL THAT THE **MUTANTS** SHOULD BE THE REAL RULERS OF EARTH! IT IS OUR JOB TO PROTECT MANKIND FROM THOSE... FROM THE **EVIL MUTANTS!**



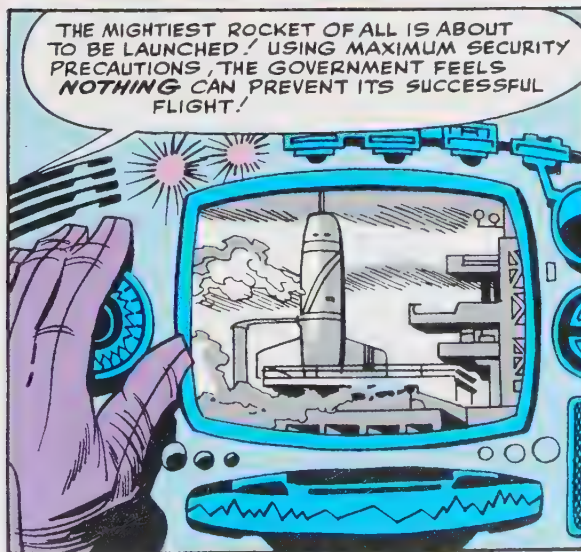
THE MOMENT IS AT HAND!

ALL MY MONTHS OF PREPARATION AND PLANNING SHALL NOW PAY OFF!

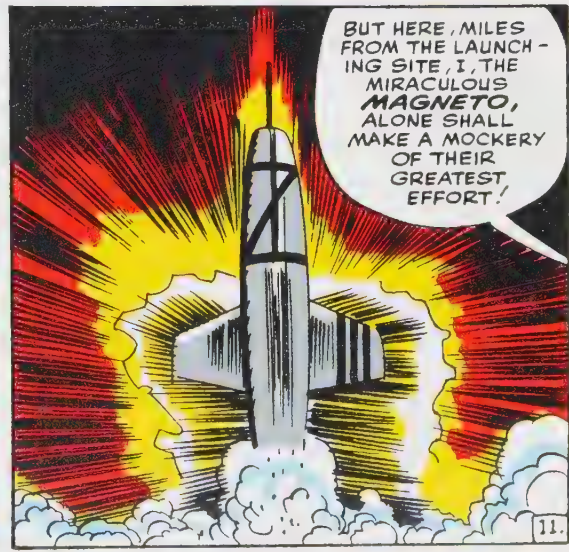


THE HUMAN RACE NO LONGER DESERVES DOMINION OVER THE PLANET EARTH! THE DAY OF THE **MUTANTS** IS UPON US!

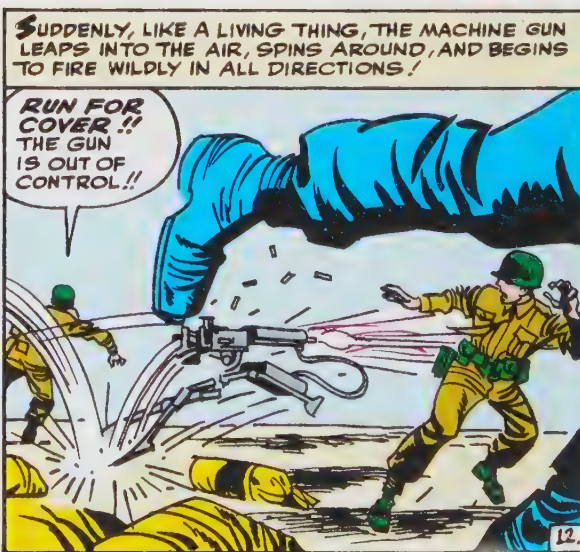
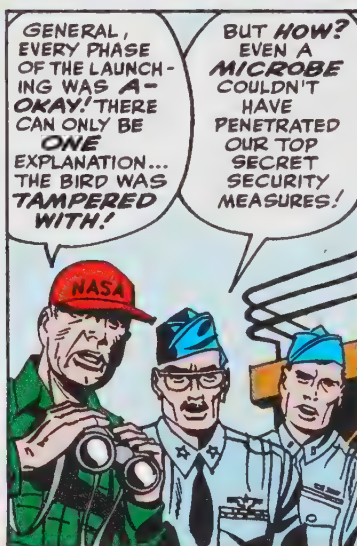
THE FIRST PHASE OF MY PLAN SHALL BE TO SHOW MY **POWER**... TO MAKE HOMO SAPIENS BOW TO HOMO **SUPERIOR!**



THE MIGHTIEST ROCKET OF ALL IS ABOUT TO BE LAUNCHED! USING MAXIMUM SECURITY PRECAUTIONS, THE GOVERNMENT FEELS **NOTHING** CAN PREVENT ITS SUCCESSFUL FLIGHT!



BUT HERE, MILES FROM THE LAUNCHING SITE, I, THE MIRACULOUS **MAGNETO**, ALONE SHALL MAKE A MOCKERY OF THEIR GREATEST EFFORT!



BUT, THE MACHINE GUN IS NOT THE **ONLY** THING THAT SUDDENLY, MADDENINGLY SEEM TO GO AMOK!

RUN! THE TANK IS MOVING BY ITSELF! GANGWAY!

IT...IT'S IMPOSSIBLE! AND YET...IT'S ACTING LIKE IT HAS A MIND OF ITS OWN! LIKE IT'S TRYING TO MENACE US!

SWISH!

CLANK!

CLANK!

APPEARING AS THOUGH BY MAGIC, OVER THE HEADS OF THE ASTONISHED TROOPS, HUGE LETTERS TAKE SHAPE... COMPOSED OF THE DUST PARTICLES FROM THE AIR ITSELF, SKILLFULLY MAGNETIZED INTO A MESSAGE BY THE UNSEEN MUTANT.

SURRENDER THE BASE OR I'LL TAKE IT BY FORCE!

Magneto

WITHIN SECONDS, THE ENTIRE INSTALLATION IS ALARMED, AS EMERGENCY MEASURES ARE SWIFTLY BROUGHT INTO PLAY! AND THEN...

SOUND THE ALARM! CONDITION RED! ALERT THE PENTAGON!

GENERAL! LOOK! ABOVE US...IN THE SKY!

THEY ARE STARTLED! GOOD! THE ELEMENT OF SURPRISE IS IN MY FAVOR!

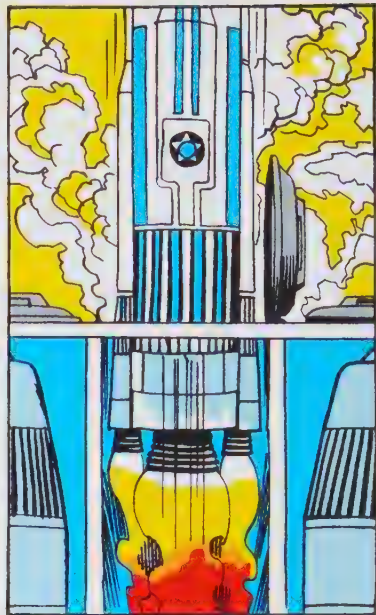
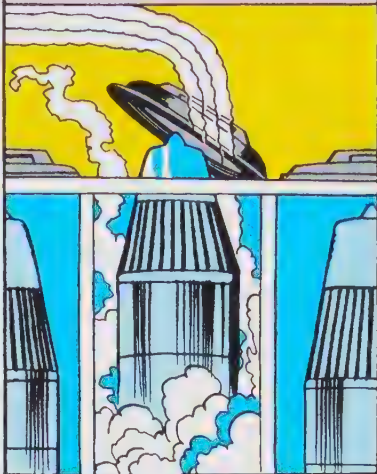
BUT THEY'RE MAKING NO MOVE TO SURRENDER! PERHAPS THEY NEED **ANOTHER** DEMONSTRATION OF MY POWER!

I'LL DIRECT MY MAGNETIC IMPULSES INTO THIS ENERGIZER, TO INCREASE THEIR POWER, AND THEN I'LL LEAVE THE HELPLESS HOMO SAPIENS WITH NO ROOM FOR DOUBT!

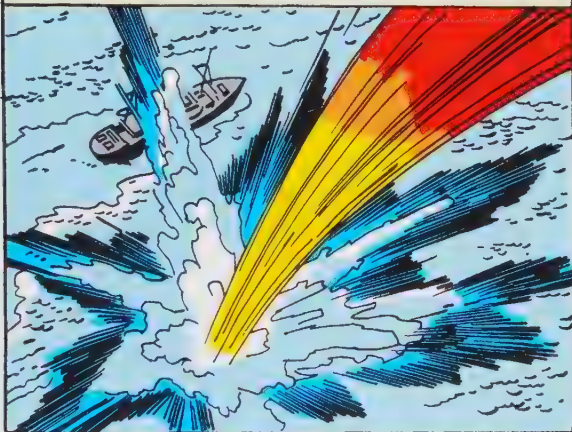
AN INSTANT LATER, INVISIBLE WAVES OF PURE, POWERFUL MAGNETIC ENERGY FLOW IRRESISTIBLY INTO AN UNDER-GROUND SILO WHERE ONE OF DEMOCRACY'S SILENT SENTINELS WAIT, AT THE READY!



AND THEN, MANIPULATED BY A SINISTER INTELLIGENCE, MANY HUNDREDS OF YARDS AWAY, THE MAGNETIC FORCE LIFTS THE SILO HEAD, ACTIVATING THE MIGHTY MISSILE !!



DEMONSTRATING A POWER WHICH THE HUMAN BRAIN IS ALMOST UNABLE TO COMPREHEND, **MAGNETO** CAUSES THE GRIM ROCKET TO FALL INTO THE SEA MANY MILES FROM SHORE, NEXT TO AN UNMANNED TARGET SHIP!



BUT STILL, THE THOUGHT OF SURRENDER NEVER CROSSES THE MINDS OF THE FIGHTING-MAD BASE PERSONNEL!

SERGEANT! ORDER THE GUARD **DOUBLED** AT EVERY MISSILE CONTROL CENTER! ANY ROCKET DEEMED A MENACE IS TO BE DESTROYED INSTANTLY!

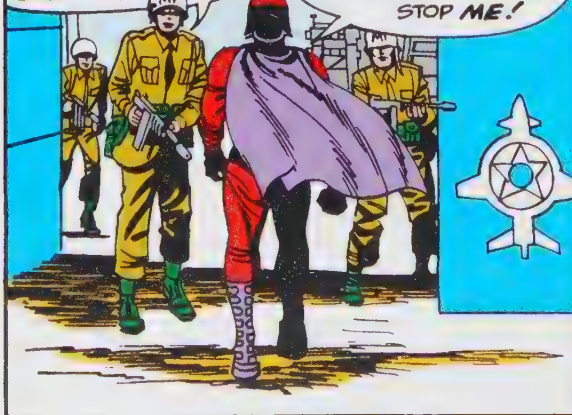
SOME POWER BEYOND OUR UNDERSTANDING IS AFFECTING OUR WEAPONS! WE MUST FIND THIS **MAGNETO**!



GENERAL, LOOK! THAT COMMOTION AT THE MAIN GATE! IT SEEMS THAT HE HAS FOUND US FIRST!

HOLD IT, MAC! IF YOU'RE LOOKIN' FOR A **MASQUERADE PARTY**, YOU'VE COME TO THE WRONG PLACE! **BEAT IT!**

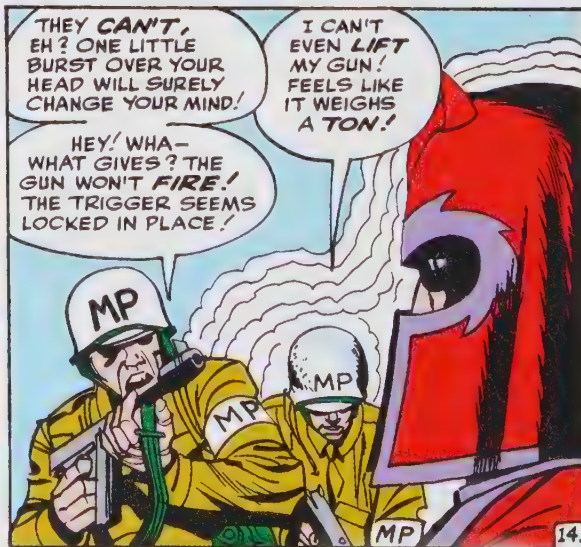
WELL SAID, GUARD! WHAT A PITY YOU HAVE NO **POWER** TO BACK UP SUCH IMPRESSIVE WORDS! YOUR PUNY WEAPONS CANNOT STOP ME!

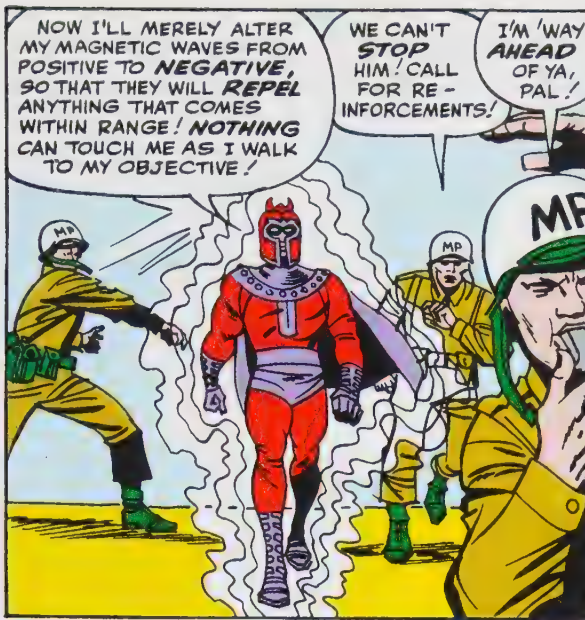


THEY CAN'T, EH? ONE LITTLE BURST OVER YOUR HEAD WILL SURELY CHANGE YOUR MIND!

I CAN'T EVEN LIFT MY GUN! FEELS LIKE IT WEIGHS A TON!

HEY! WHA-WHAT GIVES? THE GUN WON'T FIRE! THE TRIGGER SEEMS LOCKED IN PLACE!





MEANWHILE, IN A DORMITORY ROOM AT THE WORLD'S MOST EXCLUSIVE PRIVATE SCHOOL, JEAN GREY IS ABSORBED WITH HER REFLECTION IN THE FULL-LENGTH MIRROR...THE REFLECTION WHICH REVEALS THE NEW **MARVEL GIRL!**



MMM, WHOEVER DESIGNED THIS UNIFORM COULD HAVE GIVEN CHRISTIAN DIOR A RUN FOR HIS MONEY!

WHERE DID THE NEW DOLL GO? OH... **THERE SHE IS!**

WOWEE! LOOKS LIKE SHE WAS **POURED** INTO THAT UNIFORM!

YOU AGAIN! HONESTLY! CAN'T A GIRL HAVE ANY **PRIVACY** AROUND HERE?

EASY, GORGEOUS! WE WERE JUST **PASSIN' BY!** DON'T GO GETTIN' **MAD!**

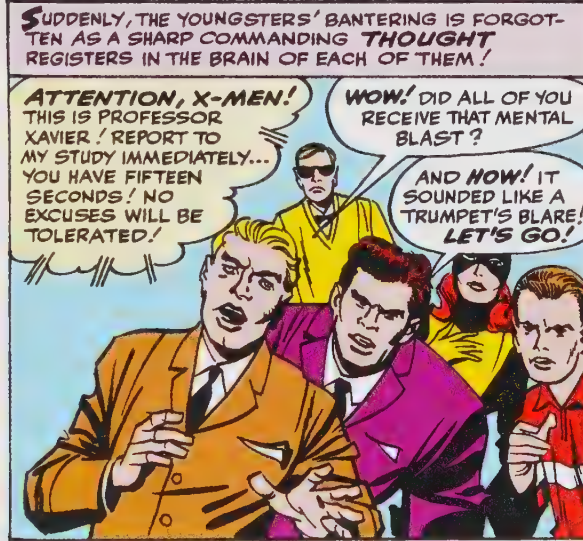


SUDDENLY, THE YOUNGSTERS' BANTERING IS FORGOTTEN AS A SHARP COMMANDING *THOUGHT* REGISTERS IN THE BRAIN OF EACH OF THEM!

ATTENTION, X-MEN! THIS IS PROFESSOR XAVIER! REPORT TO MY STUDY IMMEDIATELY... YOU HAVE FIFTEEN SECONDS! NO EXCUSES WILL BE TOLERATED!

WOW! DID ALL OF YOU RECEIVE THAT MENTAL BLAST?

AND HOW! IT SOUNDED LIKE A TRUMPET'S BLARE! LET'S GO!



EXACTLY FIFTEEN SECONDS LATER...

I COMMEND YOU FOR YOUR PUNCTUALITY!

YOU'RE SPEAKING ALOUD! THAT MEANS IT'S IMPORTANT!

I HAVE JUST HEARD A BULLETIN ON THE RADIO WHICH CONCERNS YOU!

I NEVER SAW THE PROFESSOR LIKE THIS BEFORE...SO GRIM, SO INTENSE!



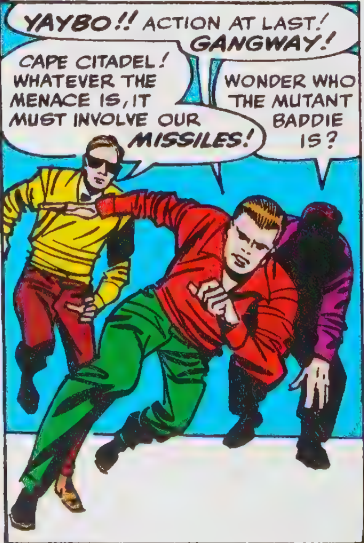
A CRISIS HAS OCCURRED AT CAPE CITADEL WHICH LEADS ME TO BELIEVE THE FIRST OF THE EVIL MUTANTS HAS MADE HIS APPEARANCE! THIS WILL BE YOUR BAPTISM OF FIRE! YOU ARE TO GO TO THE CAPE...AND **DEFEAT HIM!**



YAYBO!! ACTION AT LAST! GANGWAY!

CAPE CITADEL! WHATEVER THE MENACE IS, IT MUST INVOLVE OUR **MISSILES!**

WONDER WHO THE MUTANT BADDIE IS?



HAH! I CAN GET READY FASTER THAN THE REST OF YOU! ALL I HAVE TO DO IS ICE UP AND PUT ON MY BOOTS!





HAVING A PAIR OF WINGS CAN BE MORE TROUBLE THAN YOU'D GUESS!

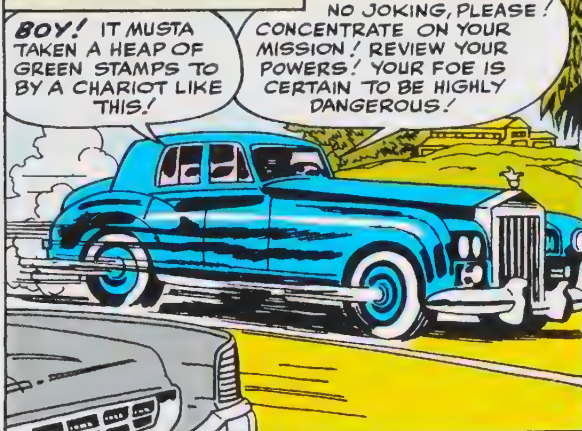


THESE RESTRAINING BELTS OF MINE KEEP MY WINGS FROM BULGING UNDER MY SUIT, BUT AFTER A WHILE THEY FEEL LIKE I'M WEARING A STRAIT-JACKET!



ANHH! THAT'S MORE LIKE IT! NOW I FEEL LIKE MYSELF AGAIN! NOW THE ANGEL IS READY TO SPREAD HIS WINGS... AND FLY!

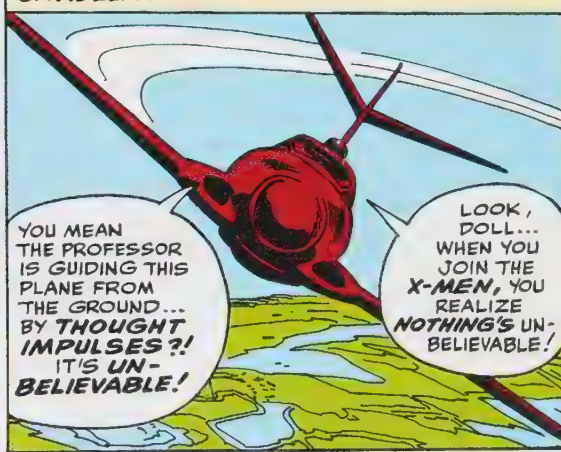
BUT THE TIME HAS NOT YET COME FOR THE ANGEL TO FLY! INSTEAD, THE BAND OF SUPER-HUMAN TEEN-AGERS ARE **DRIVEN** TO THE AIRPORT IN PROFESSOR XAVIER'S SPECIALLY-BUILT ROLLS ROYCE, WITH ITS DARK-TINTED WINDOWS!



BOY! IT MUSTA TAKEN A HEAP OF GREEN STAMPS TO BY A CHARIOT LIKE THIS!

NO JOKING, PLEASE! CONCENTRATE ON YOUR MISSION! REVIEW YOUR POWERS! YOUR FOE IS CERTAIN TO BE HIGHLY DANGEROUS!

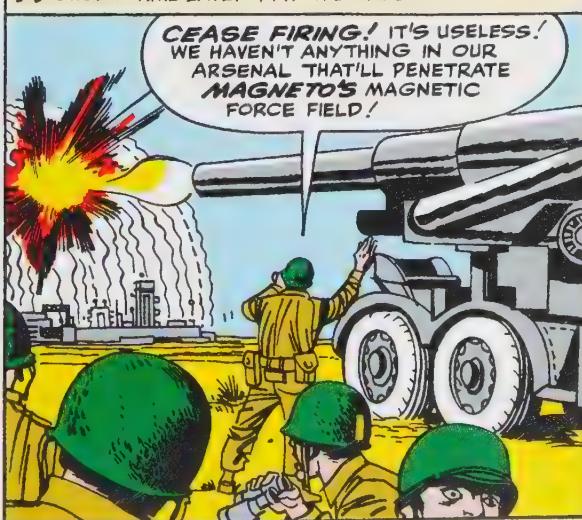
MINUTES LATER, IN THE PROFESSOR'S REMOTE-CONTROL PRIVATE JET, THE **X-MEN** AND **MARVEL GIRL** ARE WINGING TOWARDS **CAPE CITADEL** AT NEARLY THE SPEED OF SOUND!



YOU MEAN THE PROFESSOR IS GUIDING THIS PLANE FROM THE GROUND... BY THOUGHT IMPULSES?! IT'S UN-BELIEVABLE!

LOOK, DOLL... WHEN YOU JOIN THE X-MEN, YOU REALIZE NOTHING'S UN-BELIEVABLE!

A SHORT TIME LATER, AT THE CAPE...



CEASE FIRING! IT'S USELESS! WE HAVEN'T ANYTHING IN OUR ARSENAL THAT'LL PENETRATE MAGNETO'S MAGNETIC FORCE FIELD!



TO ALL INTENTS AND PURPOSES, HE'S IN FULL CONTROL OF THE INSTALLATION, WHILE WE'RE ON THE OUTSIDE, LOOKING IN!

WITH DUE RESPECT, GENERAL, I REPRESENT THE X-MEN! PERHAPS WE CAN HELP!

X-MEN?! WHAT THE...?!



LOOK, WE'RE HAVING ENOUGH TROUBLE ENOUGH WITH **ONE** GUY IN A CORNBALL COSTUME! NOW, WHO OR **WHAT** ARE THE **X-MEN**?

NO TIME TO EXPLAIN, SIR! I RESPECTFULLY REQUEST YOU TO HOLD YOUR FIRE FOR FIFTEEN MINUTES WHILE MY PARTNERS AND I GO INTO ACTION!



ALL RIGHT! WE'VE NOTHING TO LOSE! BUT I FEEL LIKE A DANGED FOOL!

YOU WON'T REGRET IT, SIR!
X-MEN... ATTACK!!



HEY! WHAT'S GOIN' ON??
IT...IT'S **FREEZIN'** ALL OF A SUDDEN!

SORRY, MEN! I'LL BE OUT OF HERE IN A SECOND, AND THEN YOU CAN WARM UP AGAIN! I'M SAVIN' MY **REAL** BIG FREEZE FOR WHO-EVER'S HIDING BEHIND THAT FORCE FIELD!



AT LAST WE'LL HAVE A CHANCE TO **USE** ALL THE TRAINING THE PROFESSOR GAVE US!

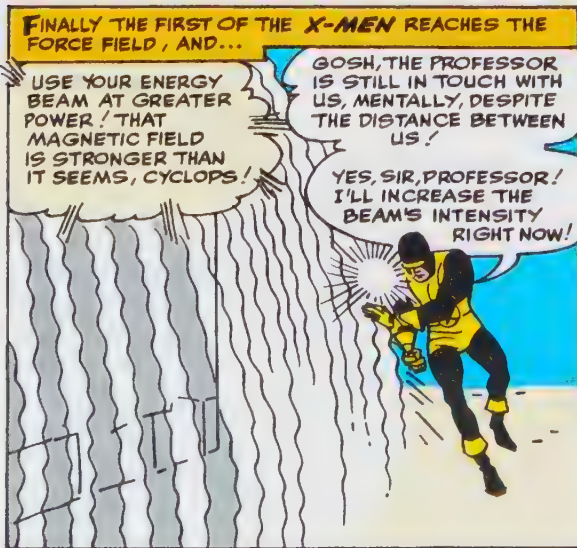


ULP! A WALKIN' SNOWMAN! A GUY WITH WINGS FLYIN' ABOVE US! WHA... WHAT'S NEXT?!

YOU'LL SEE IN A SEC, SOLDIER, WHEN I PLAY LEAP FROG OVER YOU!



SORRY, BOYS! I'M IN A HURRY, AND THIS IS THE EASIEST WAY TO CLEAR A PATH FOR MYSELF!



FINALLY THE FIRST OF THE X-MEN REACHES THE FORCE FIELD, AND...

USE YOUR ENERGY BEAM AT GREATER POWER! THAT MAGNETIC FIELD IS STRONGER THAN IT SEEMS, CYCLOPS!

GOSH, THE PROFESSOR IS STILL IN TOUCH WITH US, MENTALLY, DESPITE THE DISTANCE BETWEEN US!

YES, SIR, PROFESSOR! I'LL INCREASE THE BEAM'S INTENSITY RIGHT NOW!



I'M GETTING THROUGH! THAT'S WHAT WAS NEEDED... A NATURAL COUNTERFORCE TO BATTER THE UNNATURAL MAGNETIC FIELD!



AND NOW, I'LL SWITCH TO **MAXIMUM POWER!** I CAN ONLY MAINTAIN THIS PRESSURE FOR A FEW SECONDS, BUT... **AHH!** I DID IT!



BEHIND THE FORCE FIELD, THE NATURAL ENERGY FEED-BACK WEAKENS THE STARTLED MAGNETO!

SOME POWER IS ATTACKING ME! SOME POWER AS SUPER-HUMAN AS MY OWN!



I WAS STAGGERED BECAUSE I WAS UN- PREPARED FOR ANY SUCH ONSLAUGHT! BUT NOW THAT I'M FOREWARNED, I CAN DEFEAT **ANY** FOE...NO MATTER **HOW** SUPER-HUMAN HE MAY BE!



BUT MAGNETO IS SOON TO LEARN THAT HE HAS MORE THAN ONE FOE TO CONTEND WITH! HE HAS THE FIGHTING BAND OF X-MEN!

CYCLOPS ALMOST KNOCKED HIM- SELF OUT, BUT HE GOT US **IN** HERE! NOW LET'S PROVE WE CAN CARRY THE BALL!

LOOK SHARP, **X-MEN!** YOU ARE FACING A DANGEROUS ENEMY!



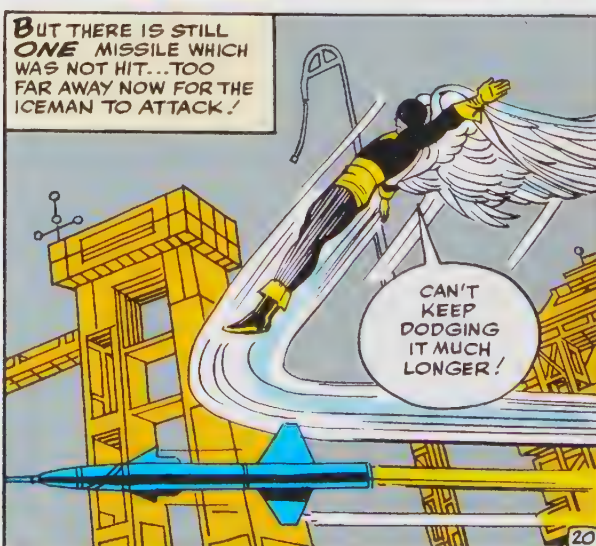
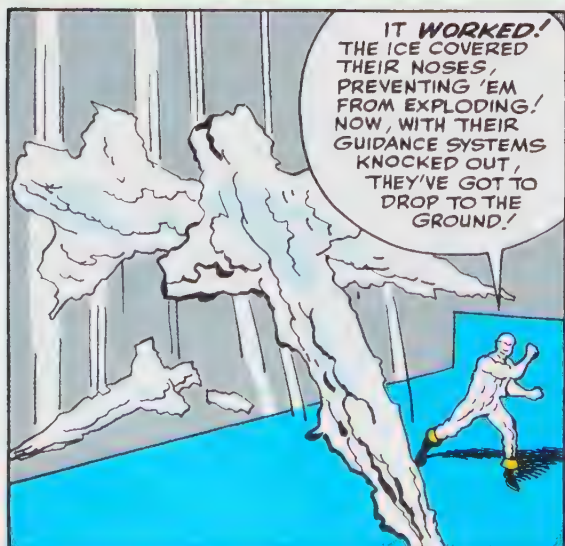
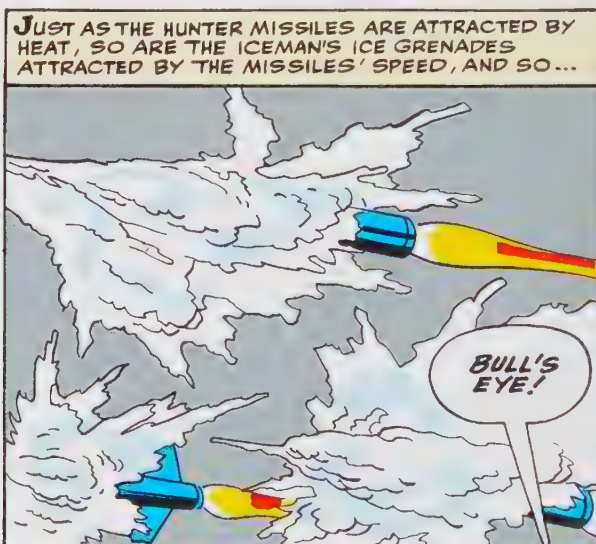
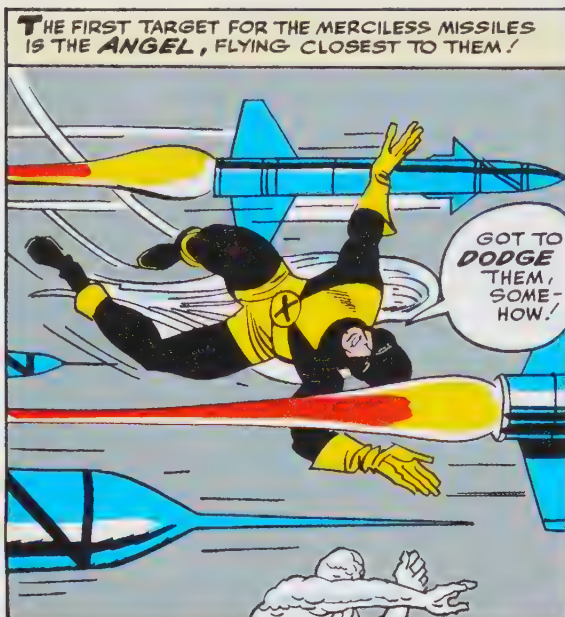
AHHH! NOW I SEE MY ANTAGONISTS! FIVE COSTUMED YOUTHS! SURELY ALL THEIR POWERS PUT TOGETHER CAN BE NO MATCH FOR **MINE!**

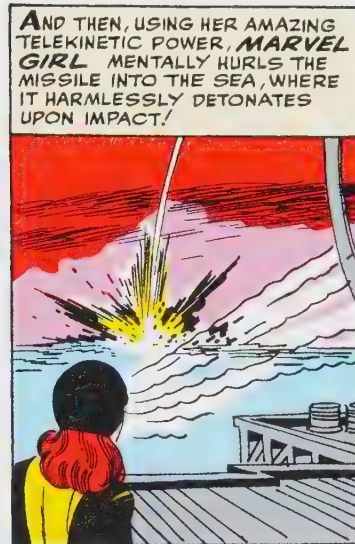
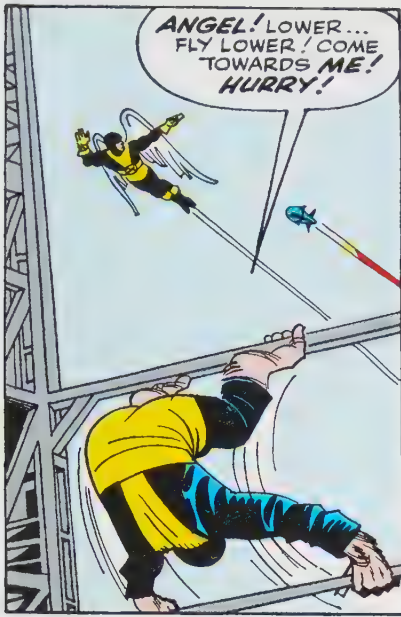


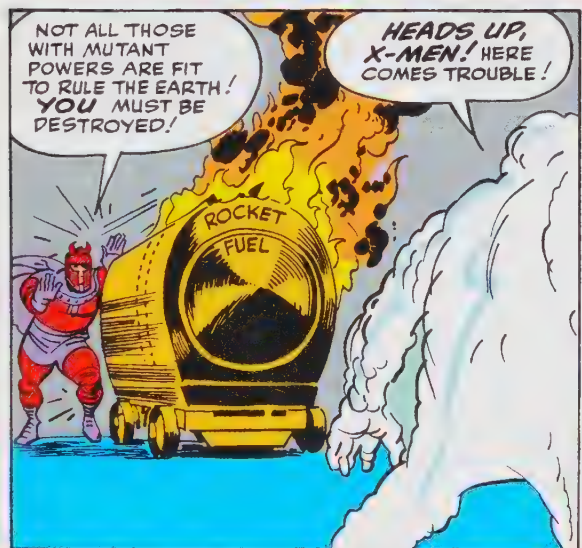
BUT I WILL LET THE BASE'S **HUNTER MISSILES** DO MY FIGHTING FOR ME! THEY WILL HUNT THE FIVE DOWN, ATTRACTED BY THEIR BODY HEAT!

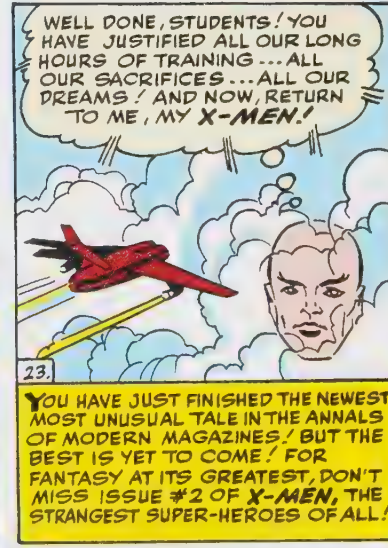
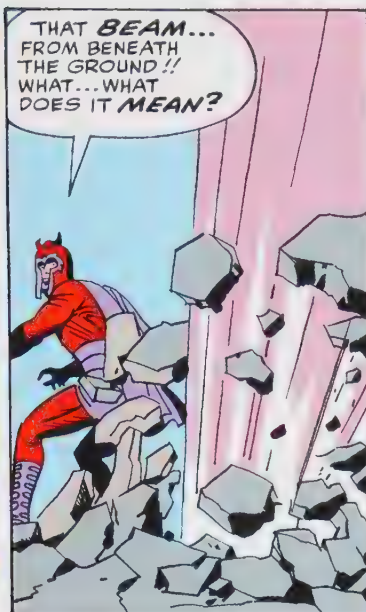


AND SO, AT THE PRESS OF A BUTTON, **MAGNETO** UNLEASHES FIVE OF THE MOST SOPHISTICATED WEAPONS EVER CREATED... ALL ZEROED IN ON THE **X-MEN!**









THE STRANGEST SUPER-HEROES OF ALL!

APPROVED
BY THE
COMICS
CODE
AUTHORITY

2
NOV.

IND.



MARVEL
COMICS
GROUP 12¢

IN THE
SENSATIONAL
FANTASTIC
FOUR
STYLE!

the X-MEN

I'VE BEATEN THE X-MEN
BEFORE AND I SHALL DO IT
AGAIN! BUT *THIS* TIME
IT WILL BE... *FOREVER*!!

STAY
BACK,
ALL OF YOU!
THOSE ARE
THE ORDERS
OF PROFESSOR
X!!



THE X-MEN MUST FIND
OUT... HOW DO YOU BEAT A
MUTANT WHO IS..UNBEATABLE?!!
A BOOK-LENGTH MARVEL CLASSIC:
"NOTHING CAN STOP
THE VANISHER!"...

X-MEN

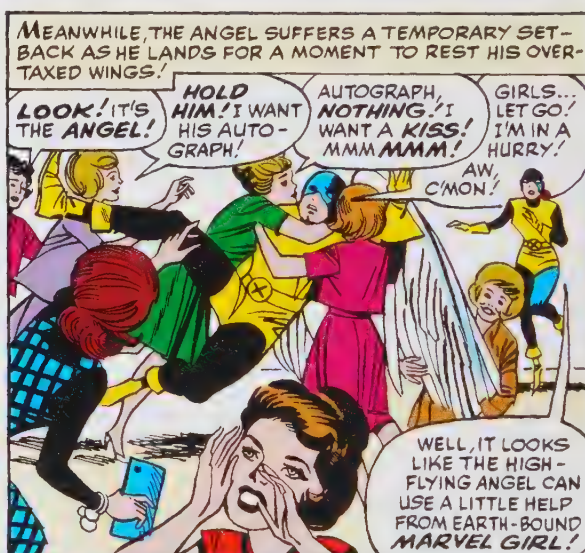
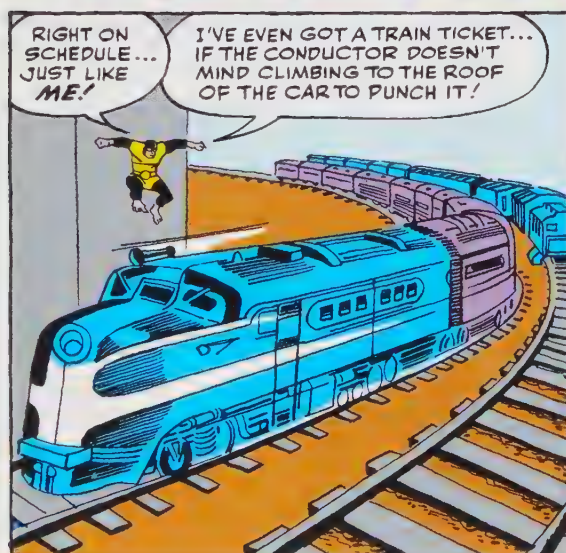
THE STRANGEST SUPER-HEROES OF ALL TIME!

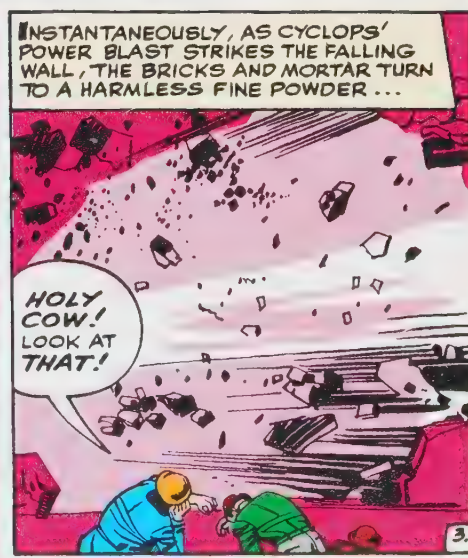
"NO ONE CAN STOP THE VANISHER!"

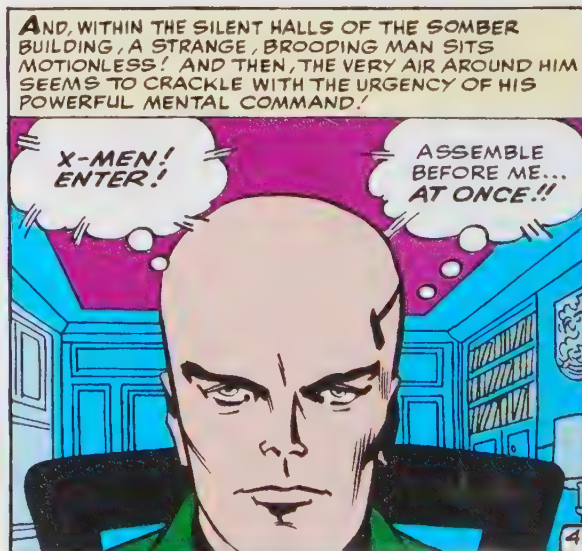
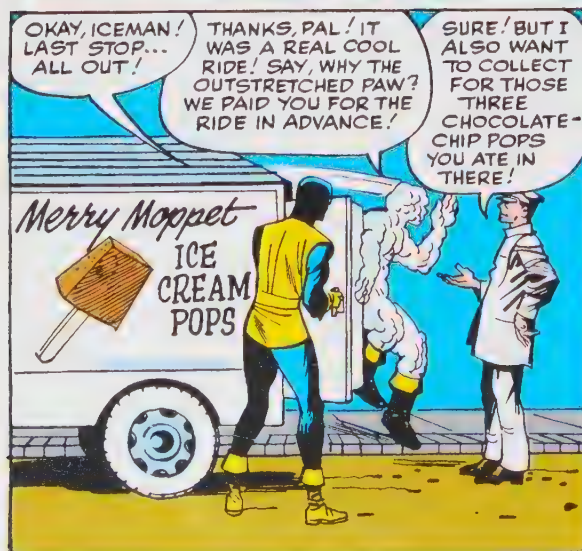
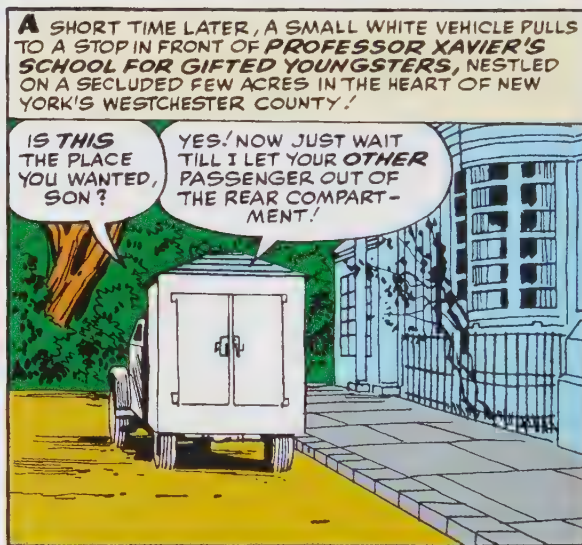
WRITTEN BY:
STAN LEE
DRAWN BY:
JACK KIRBY
INKED BY:
PAUL REINMAN
LETTERED BY:
SAM ROSEN

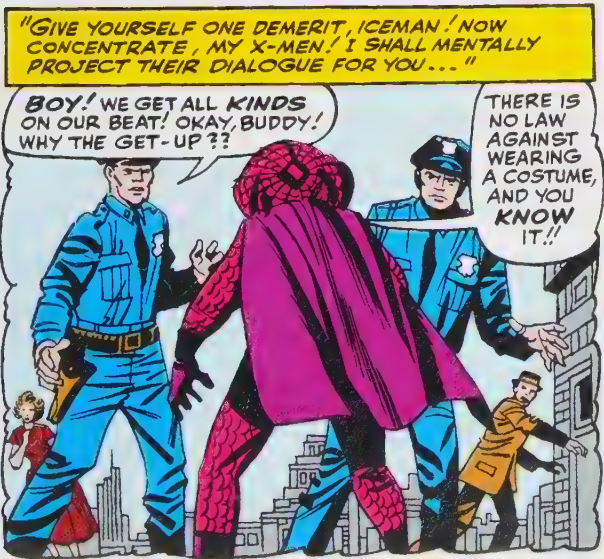
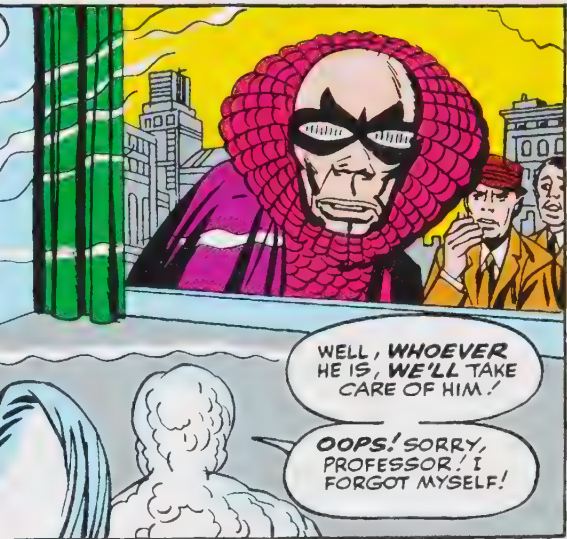
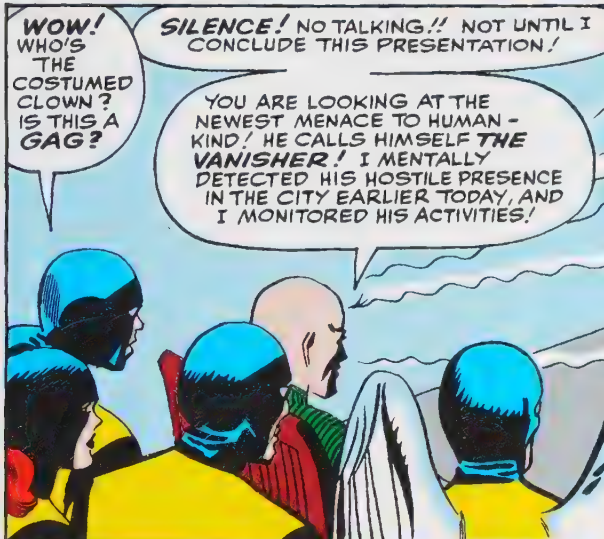


CONGRATULATIONS! YOU ARE ABOUT TO BEGIN A BOOK-LENGTH TALE WHICH YOU'LL NEVER FORGET! AND NOW, LET US FOLLOW THE EXTRAORDINARY **X-MEN** AS THEY ANSWER AN URGENT MENTAL SUMMONS FROM THEIR MYSTERIOUS LEADER, **PROFESSOR X...**

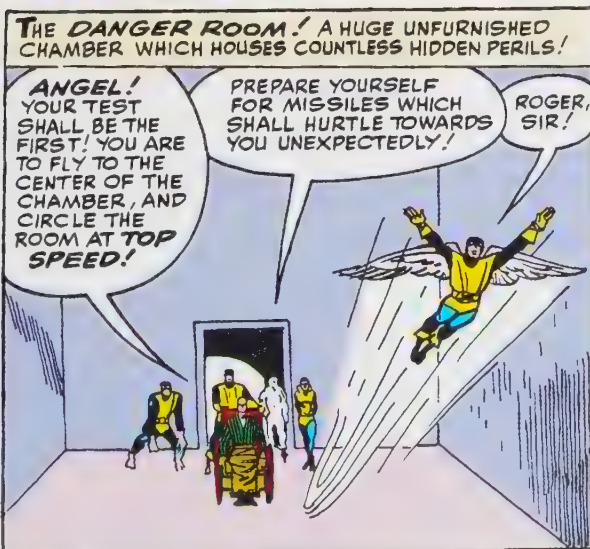


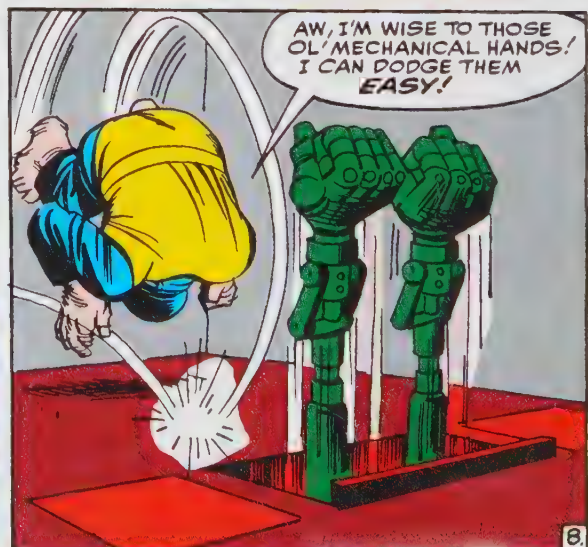
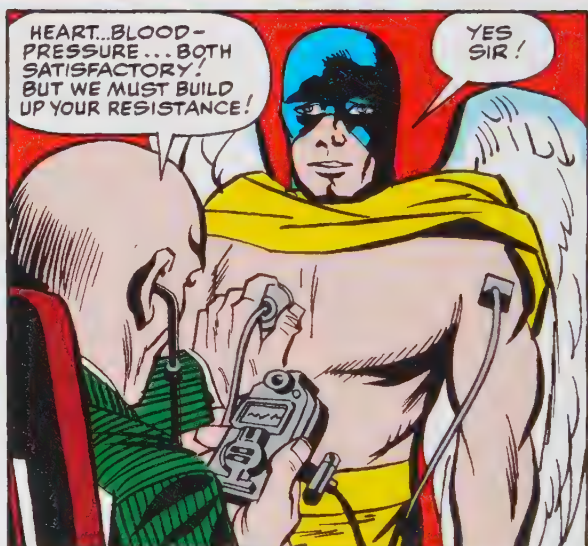
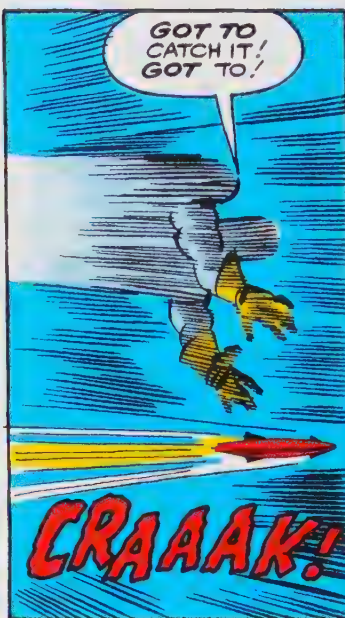
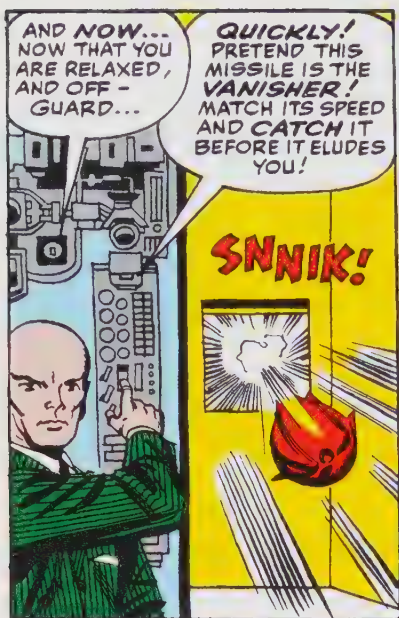


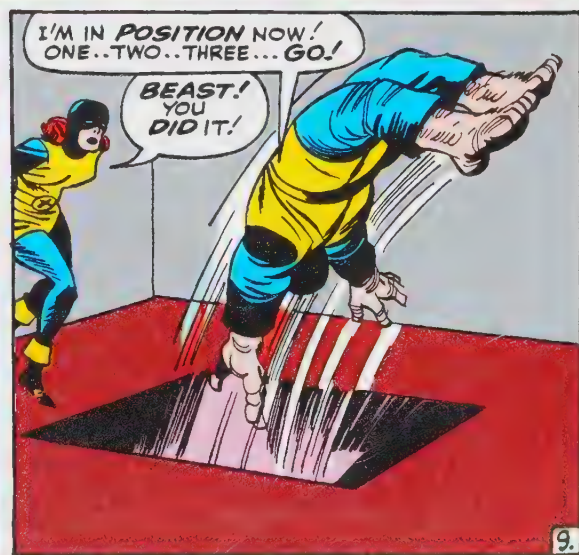


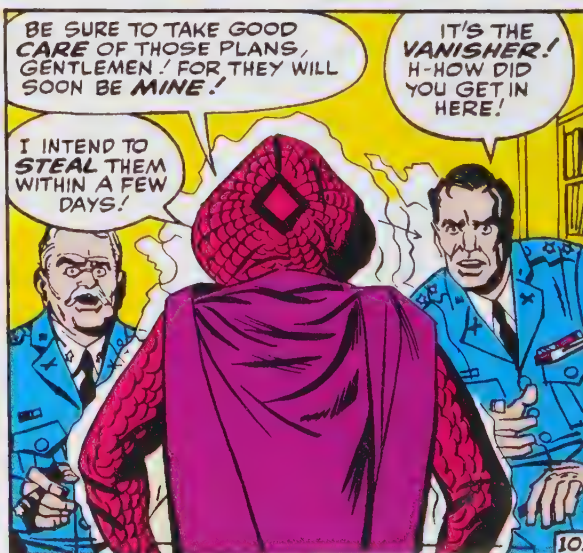
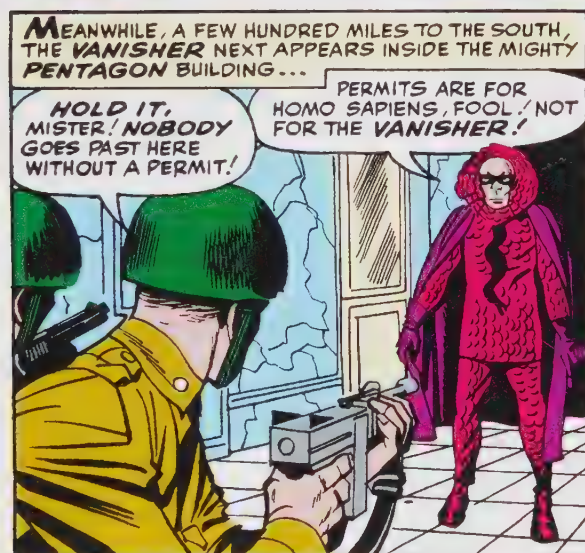


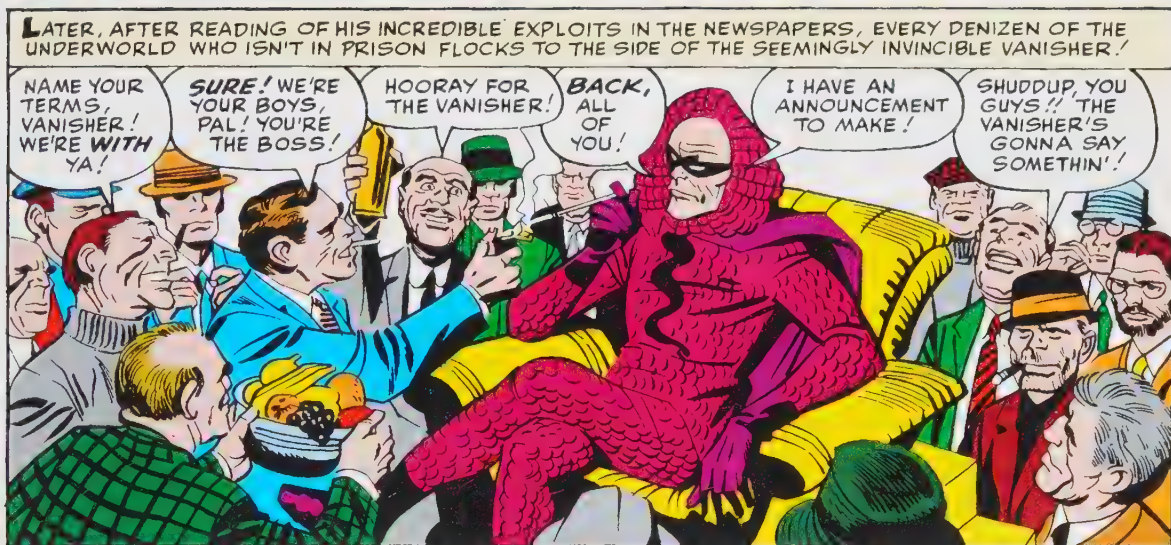












MEANTIME, THE TRAINING OF THE X-MEN CONTINUES!

ARE YOU SURE IT'S
SAFE TO LET MARVEL
GIRL HANDLE SO HEAVY
A WEIGHT, SIR?

NOTHING ABOUT
OUR LITTLE
"BUSINESS" IS
SAFE, CYCLOPS!

NOW BE
SILENT!
I MUST
CONCENTRATE!

GROWING TIRED... CAN'T HOLD THE
WEIGHT MUCH LONGER... TOO LARGE
TO HURL AWAY... IT WILL FALL ON
ME! WH..WHAT CAN I DO??

SHE HAS REACHED
THE POINT OF NO
RETURN! CYCLOPS!
TO HER AID!

YES,
SIR!

HOLD ON,
JEANIE! JUST
LET ME LIFT
MY POWER
VISOR AND...
THEN...

HURRY!
PLEASE
HURRY!

THERE, LITTLE LADY! IT'LL
BE A LONG TIME BEFORE
THAT TESTING DEVICE CAN
BOther US AGAIN!

OH, CYCLOPS!
WHAT WOULD I
HAVE DONE
WITHOUT
YOU?

BOBBY! STOP!
WHAT ARE YOU
DOING?

"OH, CYCLOPS! WHAT WOULD I HAVE DONE
WITHOUT YOU? RATS! ANY ONE
OF US COULD HAVE SAVED YOU!"

HERE, CYCLOPS! IF YOU'RE
SUCH A GALLANT PRINCE
CHARMING, HERE'S A NICE
ICY HORSE FOR YOU TO
RIDE!

MINUTES LATER, AFTER PROFESSOR X HAS RESTORED ORDER...

HOW'S THIS FOR AN EMERGENCY GRAPPLE?

FINE, BOBBY... BUT KEEP IT QUIET! THE PROF IS THINKING!

PROFESSOR X CALLING F.B.I. AGENT DUNCAN! DO YOU READ ME, AGENT DUNCAN?

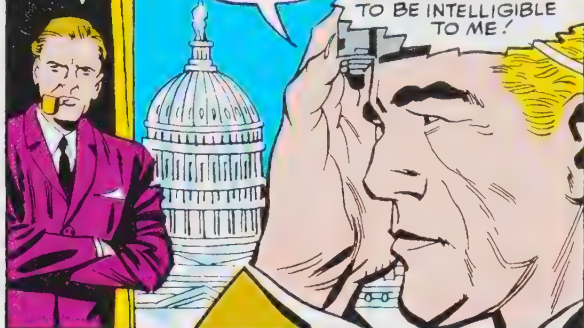


AND IN THE NATION'S CAPITAL, AT F.B.I. HEAD-QUARTERS, SPECIAL AGENT FRED DUNCAN DONS A STRANGE-LOOKING SCALP DEVICE, GIVEN TO HIM BY THE AMAZING LEADER OF THE X-MEN.

IT'S EXACTLY FIVE MINUTES PAST THE HOUR, FRED... THE PRE-ARRANGED TIME! RECEIVING ANYTHING?

YES!! HIS THOUGHTS GROW CLEARER EACH TIME! THE MAN'S MENTAL PROWESS IS ALMOST UNBELIEVABLE!

PLEASE RELATE THE LATEST DEVELOPMENTS CONCERNING THE VANISHER! YOUR PSIONIC HEAD-BAND WILL MAGNIFY YOUR BRAIN IMPULSES ENOUGH TO BE INTELLIGIBLE TO ME!



THE VANISHER HAS THREATENED TO STEAL OUR CONTINENTAL DEFENSE PLANS! WE ARE EXPECTING HIS ATTACK AT ANY MOMENT!

DEPARTMENT OF SPECIAL AFFAIRS

I SHALL CONTACT YOU LATER! OVER AND OUT!

I SUSPECTED THAT MIGHT BE HIS LIKELY NEXT MOVE!

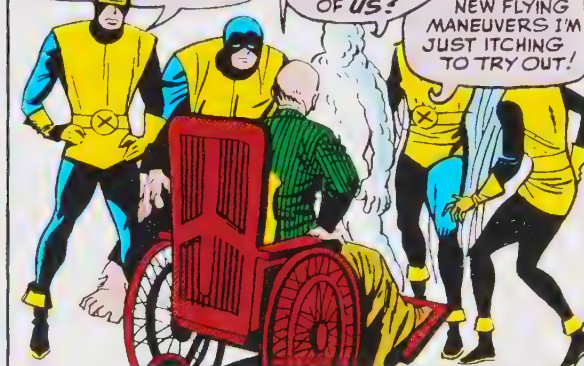


ATTENTION, X-MEN! WE DEPART FOR WASHINGTON, D.C. WITHIN THE HOUR! REMAIN IN UNIFORM AND ASSEMBLE AT THE GARAGE WITHIN FIVE MINUTES! THAT IS ALL!

GUESS THAT MEANS WE TACKLE THE VANISHER! RIGHT, SIR?

WHAT CHANCE DOES HE HAVE AGAINST ALL OF US?

THIS IS GREAT! I'VE SOME NEW FLYING MANEUVERS I'M JUST ITCHING TO TRY OUT!

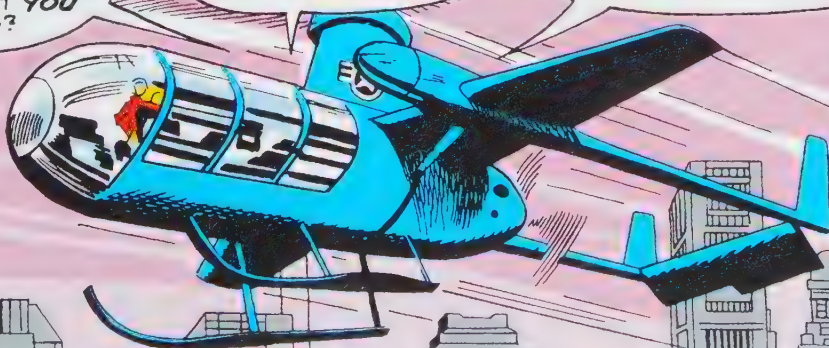


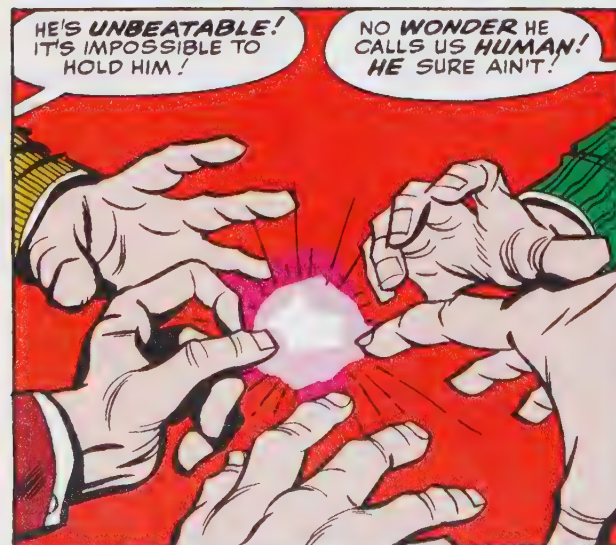
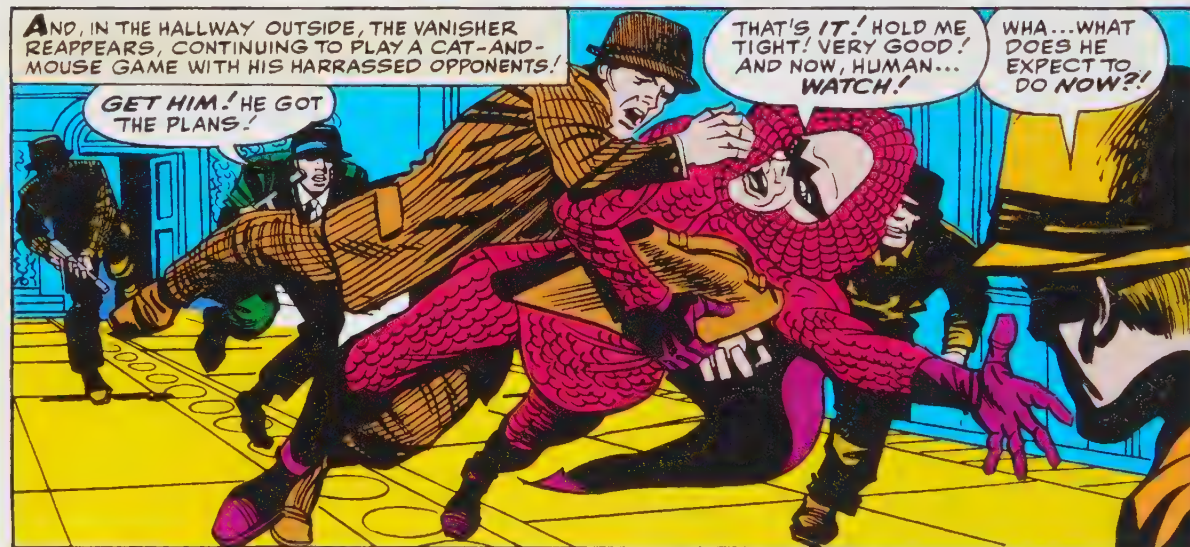
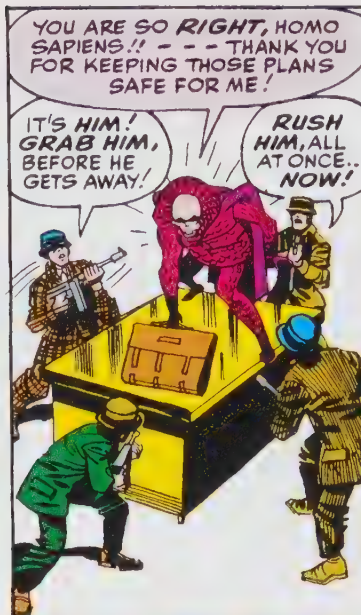
A SHORT TIME LATER, A McDONNELL XV-1 CONVERTIPLANE, WHICH HAS BEEN PUT AT THE DISPOSAL OF THE X-MEN BY THE DEPARTMENT OF SPECIAL AFFAIRS, TAKES OFF FOR THEIR ENCOUNTER WITH... **THE VANISHER!**

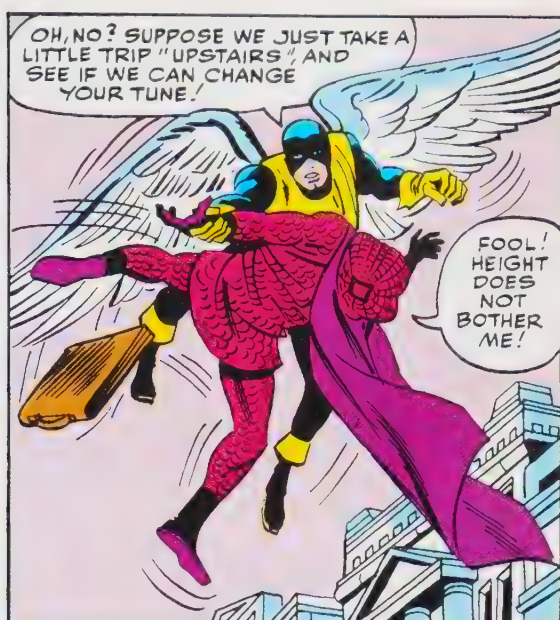
I FEEL LIKE A V.I.P. IN THIS SPECIAL MILITARY AIR TAXI! HOW ABOUT YOU GUYS?

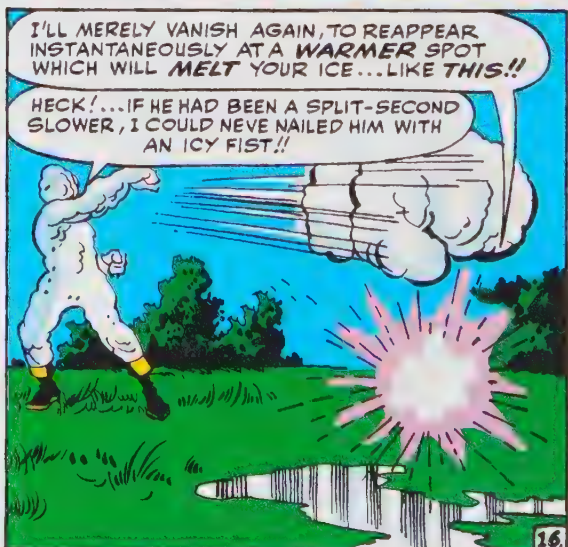
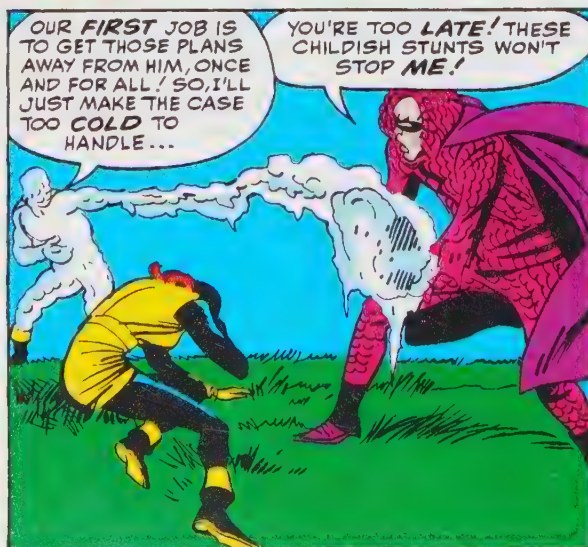
WHADDYA MEAN YOU FEEL LIKE A V.I.P.? IF WE AREN'T IMPORTANT, WHO IS?!

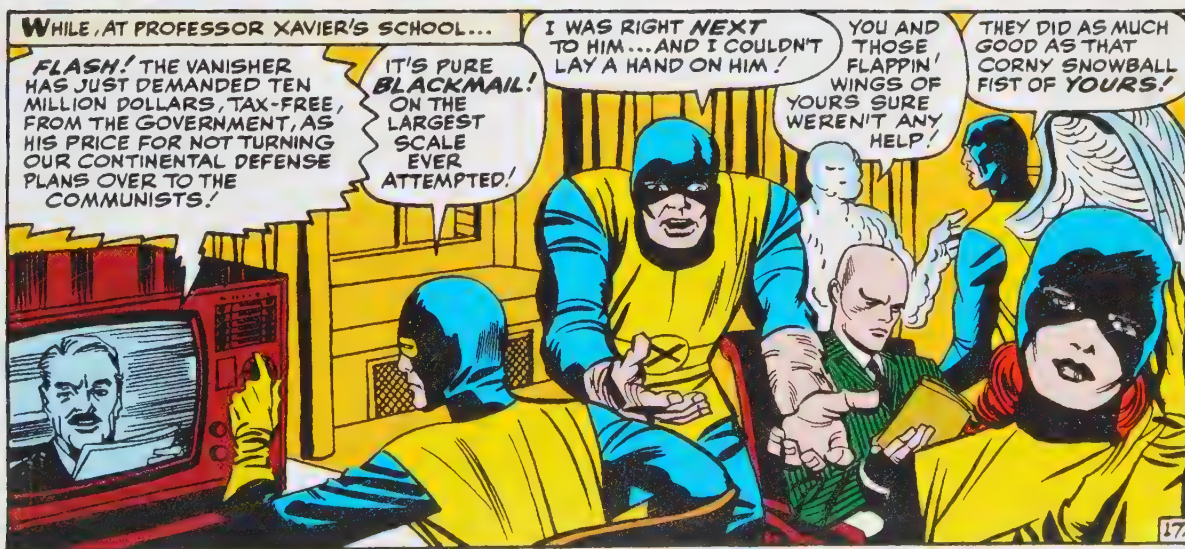
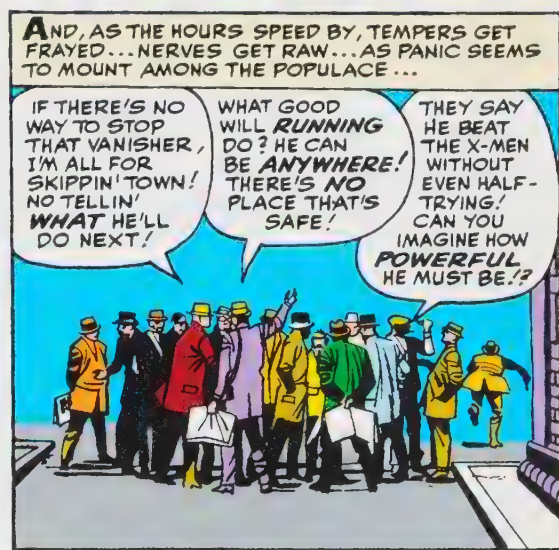
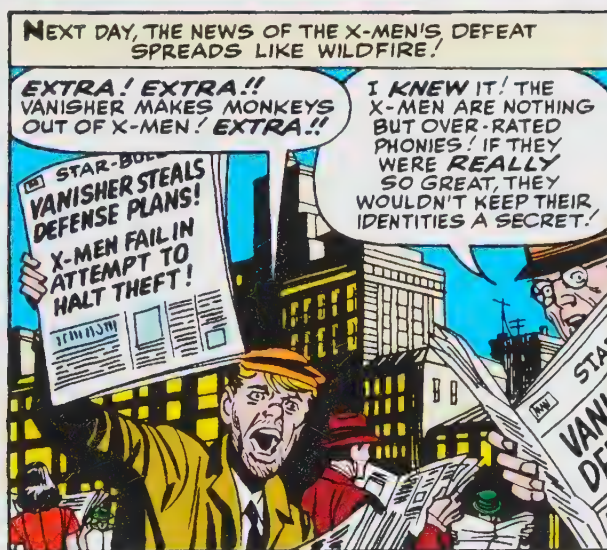
I TRUST YOU YOUNGSTERS WILL STILL FEEL SO IMPORTANT AFTER YOU HAVE FOUGHT THE VANISHER!





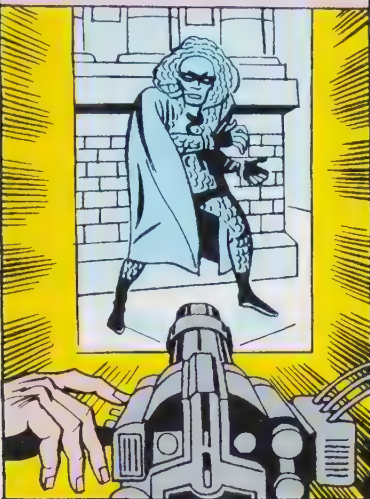




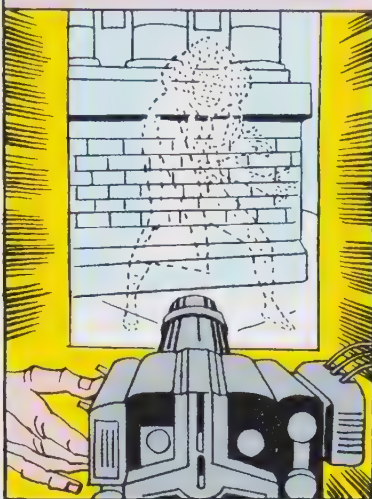




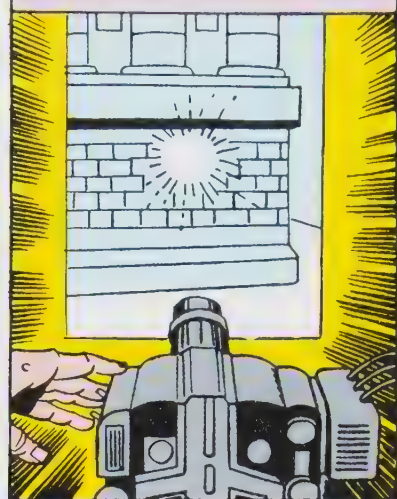
"THIS IS A STROBE PROJECTION SHOWING THE VANISHER DIS-APPEARING! HIS DISAPPEARANCE WAS PHOTOGRAPHED AT A SPEED OF 20,000 FRAMES A SECOND!"



"NOTICE THAT EVEN WITH THIS SUPER-HIGH-SPEED CAMERA, IT IS ALMOST IMPOSSIBLE TO ANALYZE THE VANISHER'S ABILITY TO INSTANTLY TRANSPORT HIMSELF!"



"HIS SPEED IS SO UNBELIEVABLY FAST THAT IT DEFIES DESCRIPTION! THEREFORE, I HAVE CONCLUDED THAT THERE IS ONLY ONE WAY TO BEAT HIM! AND THIS IS MY PLAN..."



THE NEXT DAY, IN WASHINGTON, WHERE SIMILAR STROBE PHOTOS ARE BEING INTENTLY STUDIED, PROFESSOR X MAKES A HIGH PRIORITY CALL TO THE WHITE HOUSE, GIVING THE DETAILS OF HIS PROPOSED PLAN OF ACTION AGAINST THE VANISHER...



VERY WELL, SIR! I SHALL INFORM THE CHIEF EXECUTIVE OF YOUR CALL IMMEDIATELY! THANK YOU!

AND FINALLY, THE MOMENT OF DECISION ARRIVES! IN THE VERY CENTER OF THE NATION'S CAPITOL, THE X-MEN FIND WHAT THEY HAVE BEEN NERVOUSLY WAITING FOR...

LOOK! HE'S COMING NOW! IT'S THE VANISHER!

HE'S GOT A SMALL ARMY OF HOODS WITH HIM! YOU WOULDN'T THINK HE'D DARE!

THEY'LL BE NO PROBLEM FOR US TO HANDLE! IT'S THE VANISHER HIMSELF WE MUST BE WARY OF!

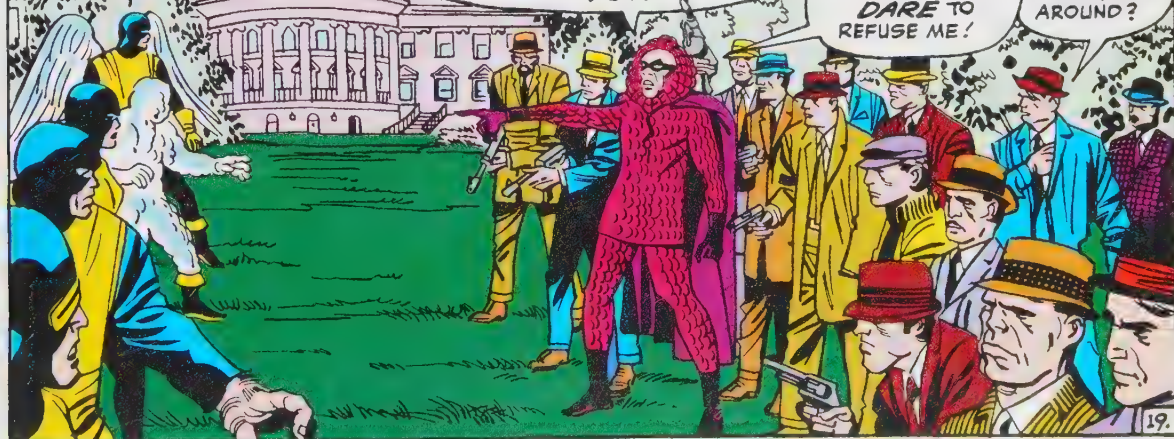


STAND FAST, X-MEN! REMEMBER OUR ORDERS!

I'LL GIVE YOU COSTUMED JUVENILES EXACTLY TEN SECONDS TO CLEAR OUT OF HERE, OR SUFFER THE CONSEQUENCES! MY BUSINESS DOES NOT CONCERN YOU!

I HAVE COME FOR MY TEN MILLION DOLLARS! THEY WILL NOT DARE TO REFUSE ME!

I DON'T LIKE IT! HOW COME THERE AIN'T ANY TROOPS OR GUARDS AROUND?



AND THEN, SUDDENLY, SURPRISINGLY, UNEXPECTEDLY, THE X-MEN STAND ASIDE, REVEALING **ANOTHER** FIGURE... ONE WHICH IS COMPLETELY UNKNOWN TO THE PUBLIC AT LARGE...



THE TIME IS NOW, MY X-MEN! ASSUME YOUR POSITIONS!

VANISHER, I GIVE YOU **ONE** CHANCE TO SURRENDER TO ME! OTHERWISE I SHALL HAVE TO COUNTER YOUR POWER WITH A FORCE WHICH IS FAR **GREATER**... FAR MORE **TERRIBLE!**

WHAT?? YOU?? A HELPLESS HUMAN...ALONE AND DEFENSELESS, DARE TO THREATEN ONE WHO HAS DEFEATED THE **X-MEN??** LET ME **LAUGH** AT YOU...BEFORE YOU **PAY** FOR YOUR INSOLENCE!

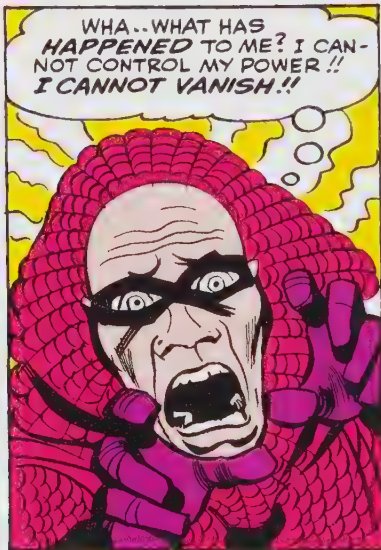


LAUGH WHILE YOU CAN, EVIL ONE! FOR I AM **NOT** A HELPLESS HUMAN...BUT A **MUTANT**, EVEN AS YOU! AND YOU CAN - NOT EVEN **GUESS** THE EXTENT OF MY POWER...POWER WHICH IS EVEN **NOW** BEING DIRECTED **AGAINST** YOU!!

HIS EYES! HIS VOICE! WHAT IS IT THAT FILLS MY SOUL WITH DREAD? I MUST ESCAPE HIS PRESENCE! I MUST VANISH...BEFORE IT IS TOO LATE!!



WHA..WHAT HAS HAPPENED TO ME? I CAN NOT CONTROL MY POWER!! **I CANNOT VANISH!!**



WAIT!! WHAT HAS BECOME OF ME?? WHAT AM I **DOING** HERE? WHO IS THIS MAN WHO FACES ME? TELL ME... PLEASE TELL ME... WHO AM **I**??



PLEASE...DO NOT HARM ME! I AM WEARY... SO WEARY! I MUST REST! I MUST THINK...HAVE TO LEARN WHO I AM... **WHAT I AM??!**

I DON'T GET IT! ONE MINUTE HE WAS THREATENING US **ALL**...AND NOW.. HE'S LIKE A HELPLESS CHILD!

HE WILL TROUBLE US NO MORE!

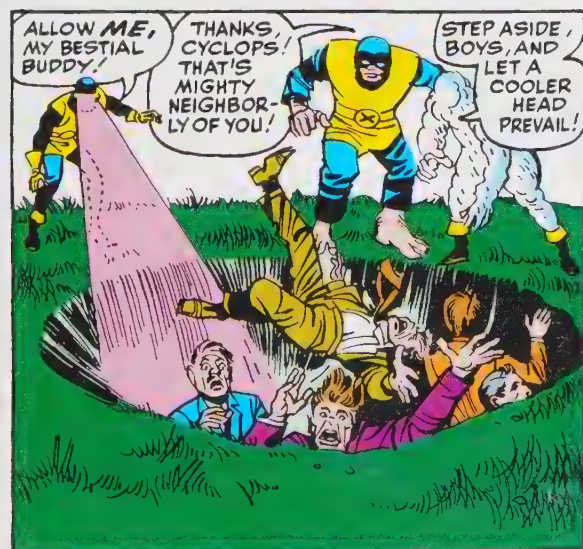


BUT THEN, SENSING THAT SOME TERRIBLE MISHAP HAS BEFALLEN THEIR LEADER, HIS ARMED BAND OF CRIMINALS COME TOWARD THE X-MEN, THIRSTING FOR REVENGE!

IF THEY HARMED THE VANISHER, THEN WE LOST OUR MEAL TICKET!

GET 'EM!!







IT'S **UNCANNY!** THE PROFESSOR DEFEATED THE VANISHER BY MENTAL POWER ALONE! HE MADE THE VANISHER **FORGET** WHO HE IS...FORGET THE POWER HE HAS!

WELL, WELL! I SEE SOME OF THE VANISHER'S PLAYMATES HAVEN'T BEEN SPANKED AND PUT TO BED YET!

GET THE **GIRL**, WEASEL! SHE LOOKS **HARMLESS!** SHE'LL BE OUR **TICKET OUT** OF HERE!



HARMLESS, AM I? HOW DOES IT FEEL TO BE **THREATENED** BY YOUR OWN GUNS?!

SHE'S A **MAGICIAN!**

EVEN WORSE!! SHE'S MORE DANGEROUS THAN THE OTHERS! **DON'T SHOOT!** WE GIVE UP!

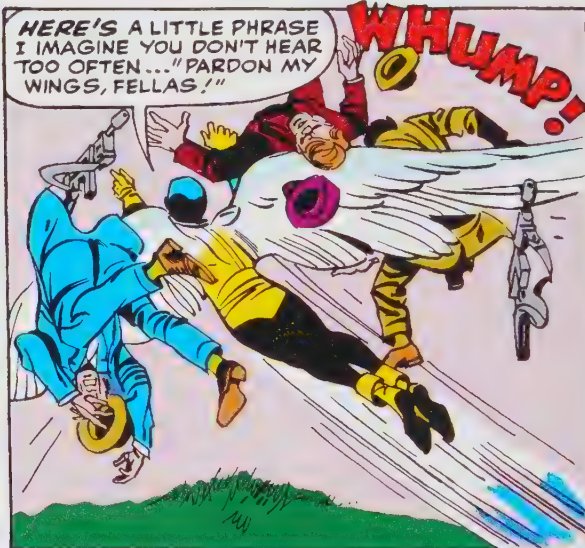
PLEASE...**DO SOME-THING!** I FEEL LIKE A **NUT** PLEADING WITH A **FLOATING GUN!**



COME ON, YOU THREE! DON'T BE **PARTY POOPS!** THE FUN'S NOT **OVER** YET!

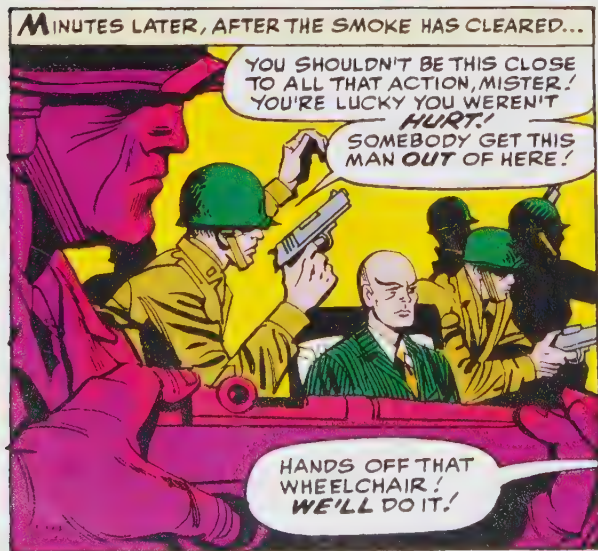
DON'T SHOOT AT HIM, YOU **DUMMY!** YOU'LL MAKE HIM **MADDER!**

I'LL **STOP** THAT **HIGH-FLYING CLOWN!**



HERE'S A LITTLE PHRASE I IMAGINE YOU DON'T HEAR TOO OFTEN..."**PARDON MY WINGS, FELLAS!**"

WHUMP!



MINUTES LATER, AFTER THE SMOKE HAS CLEARED...

YOU SHOULDN'T BE THIS CLOSE TO ALL THAT ACTION, MISTER! YOU'RE LUCKY YOU WEREN'T **HURT!**

SOMEBODY GET THIS MAN **OUT** OF HERE!

HANDS OFF THAT **WHEELCHAIR!** WE'LL DO IT!



IMAGINE... IF THEY KNEW YOU WERE THE **LEADER** OF THE X-MEN, SIR!!

AND IT WAS YOU WHO DEFEATED THE VANISHER IN THE ONLY WAY POSSIBLE... **MENTALLY!**

ALWAYS REMEMBER, MY X-MEN...THE GREATEST POWER ON EARTH IS THE MAGNIFICENT POWER WE ALL OF US POSSESS...THE POWER OF THE **HUMAN BRAIN!**

THE **END.**

NEXT ISSUE: THE X-MEN FACE THE GREATEST DANGER OF ALL, WHEN... BUT SEE FOR YOURSELF IN X-MEN #3... YOU'LL BE GLAD YOU DID!

22.



MARVEL
COMICS
GROUP **12¢**

the X-MEN

APPROVED
BY THE
COMICS
CODE
AUTHORITY

IND.
3
JAN.

THE X-MEN
BATTLE
The BLOB,
ONE OF THE
STRANGEST
SUPER-FOES OF ALL!

THE
NEWEST
LEE-KIRBY
SUPER-SPECTACULAR:
**BEWARE
OF THE
BLOB!**
24 PAGES OF
THRILLS!



X-MEN!
THE TEEN-AGE
SUPER-HEROES
WHO HAVE TAKEN
AMERICA BY STORM!

X-MEN
THE MOST UNUSUAL
TEEN-AGERS OF
ALL TIME!

"BEWARE OF THE BLOB!"

YOU HAVE NEVER SEEN A SUPER-VILLAIN LIKE THE BLOB!! WE PROMISE YOU THAT! OF ALL THE GREAT MARVEL EPICS, THIS MAY BE THE GREATEST!

GOOD WORK, CYCLOPS! YOUR REACTION TIME HAS SPEEDED UP THREE PERCENT SINCE LAST WEEK! NOT ONE SAWDUST-FILLED PRACTICE BAG HAS GOTTEN PAST YOUR POWER BEAM!

YOU MAY STOP LOADING THE EJECTOR NOW, HANK!

C'MON, BOBBY BOY! SEE HOW MANY YOU CAN CATCH WITHOUT A BOUNCE!

WHO NEEDS TO CATCH 'EM, PAL? I'LL JUST FREEZE THEM ON THE FLY, LIKE THIS!

WRITTEN BY:
STAN LEE
ILLUSTRATED BY:
JACK KIRBY
INKED BY:
PAUL REINMAN
LETTERED BY:
ART SIMEK

PRODUCED WITH
PRIDE BY
THE MIGHTY
MARVEL
COMICS GROUP!

OUR BOOK-LENGTH THRILLER BEGINS BEHIND LOCKED DOORS IN THE GYMNASIUM OF **PROFESSOR XAVIER'S SCHOOL FOR GIFTED YOUNGSTERS!**

SCOTT, YOU ARE PROBABLY THE MOST POWERFUL OF ALL MY X-MEN! YET, YOU ALWAYS SEEM SO GRIM--SO UNSMILING! NOT LIKE THE OTHERS! THIS DISTRESSES ME!

SORRY, SIR! IT'S JUST THAT I WORRY ABOUT THE AWESOME POWER IN MY EYES! IF I SHOULD EVER FORGET TO SHIELD THEM, **ANYTHING** MIGHT HAPPEN! SOMETIMES I WISH I WERE **NOT** CYCLOPS!

SCOTT SUMMERS! DON'T EVER LET ME HEAR YOU SAY THAT AGAIN!

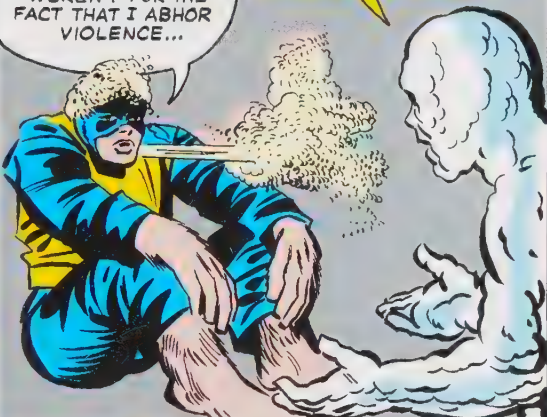
I DON'T KNOW ABOUT OL' GLOOMY-FACE, BUT I'M GLAD I'M THE **ICEMAN!** YES SIREE!

LOOK OUT! YOU **KNOW** I'M ALLERGIC TO SAWDUST!



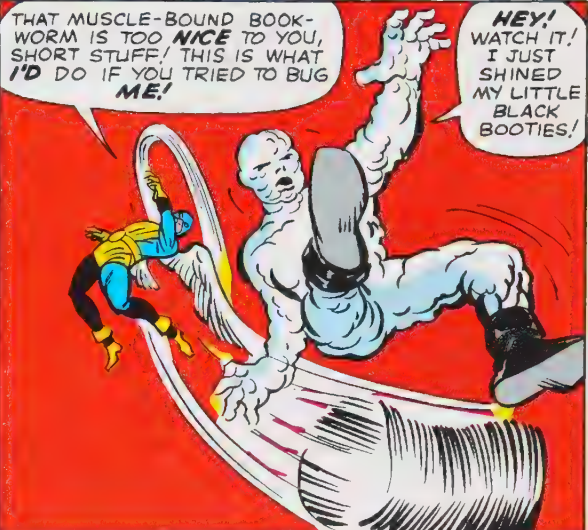
LITTLE MAN, DID ANYONE EVER TELL YOU THAT YOU ARE A FEATHER-BRAINED FATHEAD? IF IT WEREN'T FOR THE FACT THAT I ABHOR VIOLENCE...

SORRY, BEAST, YOU'RE WASTIN' YOUR TIME! FLATTERY WILL GET YOU NOWHERE!



THAT MUSCLE-BOUND BOOK-WORM IS TOO **NICE** TO YOU, SHORT STUFF! THIS IS WHAT I'D DO IF YOU TRIED TO BUG **ME!**

HEY! WATCH IT! I JUST SHINED MY LITTLE BLACK BOOTIES!



THOSE WHACKY WINGS OF YOURS DON'T WORRY **ME,** ANGEL!

NOT WHEN I CAN FREEZE 'EM AGAINST THE WALL AS EASY AS PIE! **ESKIMO** PIE, THAT IS!



YOU REPULSIVE RUNT! WHEN I GET THROUGH WITH YOU, THERE WON'T BE ENOUGH OF YOU LEFT TO FILL UP ONE RUSTY ICE CUBE TRAY!

YOU TALK MIGHTY BIG, WARREN WORTHINGTON, THE THIRD... BUT I NOTICE YOU CAN'T THAW BOBBY'S ICE TRAP WITHOUT A LITTLE HELP!

STAY OUT OF THIS, CYCLOPS! IT'S BETWEEN THAT FROZEN J. D. AND **ME!**



BUT SUDDENLY, THE HIGH- SPIRITED TEEN-AGERS' HORSE PLAY IS INTERRUPTED BY A PIERCING TELEPATHIC COMMAND FROM PROFESSOR X!

FREE TIME IS **OVER!** RESUME YOUR PLACES! THE TRAINING PERIOD WILL CONTINUE!

IT'S **MARVEL GIRL'S** TURN NOW! ARE YOU READY, JEAN?

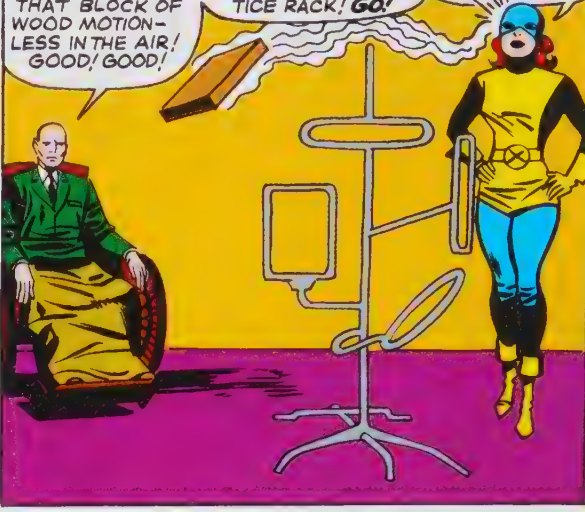


A MOMENT LATER...

IT IS TIME FOR YOUR **DEXTERITY** TEST, JEAN! HOLD THAT BLOCK OF WOOD MOTION-LESS IN THE AIR! GOOD! GOOD!

AND NOW, SEE HOW QUICKLY YOU CAN FIT IT THROUGH THE VARIOUS FORMS ON THE PRACTICE RACK! GO!

ISN'T THIS RATHER **SIMPLE** FOR ONE WITH MY ABILITY, PROFESSOR?

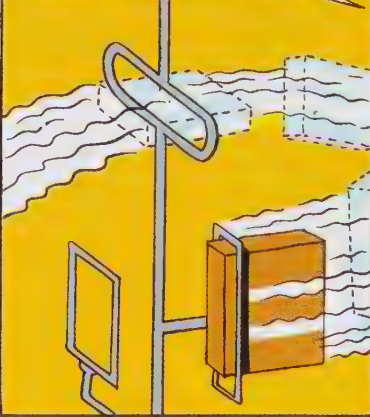
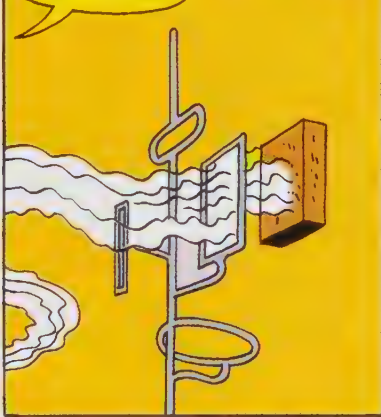


YOU KNOW THE RULES, GIRL! **NO TALKING** DURING TESTING PERIOD!

OH-- SORRY, SIR!

I **KNOW** THE EXTENT OF YOUR TELEKINESIS POWER AS WELL AS YOU, JEAN! BUT IT IS NOT YOUR **POWER** WE ARE TESTING TODAY...

...IT IS HOW SKILLFULLY AND RAPIDLY YOU CAN **USE** IT! **SEVEN SECONDS!** GOOD! A MARKED IMPROVEMENT!

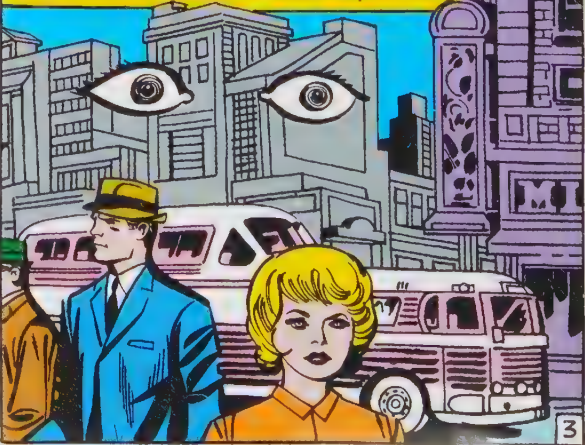


DOES THAT MEAN I'M READY FOR **BIGGER** TASKS NOW, SIR? PROFESSOR--WHAT'S WRONG?

SILENCE! I DETECT THE PRESENCE OF **ANOTHER MUTANT!** CLEAR YOUR MINDS OF ALL THOUGHTS! THERE MUST BE NO INTERFERENCE AS I TRY TO MENTALLY PINPOINT THE LOCATION!



THEN, THERE IN THE SILENT CHAMBER, THE MOST GIFTED OF ALL X-MEN SENDS HIS UN-CANNY THOUGHT PROBE OUT OVER THE COUNTRYSIDE, BLANKETING THE AREA WITH INVISIBLE TELEPATHIC EYES!



AND, MINUTES LATER...
DO WE GO GET HIM, SIR? WHERE **IS** HE?

SLOW DOWN, ICEMAN! THE PROFESSOR HASN'T SAID IT **IS** A "HE" YET!

INTO YOUR STREET CLOTHES-- **ALL** OF YOU! THERE IS **WORK** TO BE DONE!

I HOPE IT'S A **FEMALE**! ONE JUST LIKE MARVEL GIRL! MMMMM **BOY**!

AND SO... WHY THE **RUSH**, HANK? HE DIDN'T SAY IT WAS AN EMERGENCY!

ON THE CONTRARY, W.W.! FIRST ONE TO REPORT ESCORTS **JEAN**! AND **THAT** MEANS HANK MCCOY!

THE HECK IT **DOES**! THIS IS MARVEL GIRL'S LUCKY DAY! I'M TEAMIN' UP WITH HER THIS TIME! **GANG-WAY**, SLOWPOKES!

COME **BACK** HERE, YOU FROST-BITTEN FLEA! SHE DESERVES A **MAN**, NOT A REFUGEE FROM A **DIAPER** FACTORY!

THEY ALL WANT TO TEAM UP WITH **JEAN** GREY, AS USUAL!

OF ALL THE GIRLS I'VE EVER MET, SHE IS THE ONE I'D GIVE **MY** HEART TO-- BUT I DON'T DARE! NOT WHILE I POSSESS MY DREAD POWER!

TOO BAD YOUR **SPEED** DOESN'T MATCH YOUR ENTHUSIASM, BOBBY BOY!

WHERE'D **YOU** COME FROM?!

BUT, UPON REACHING THE CHAMBER, THE X-MEN SUDDENLY STOP IN THEIR TRACKS, RESPECTFULLY, AS THEY SEE...

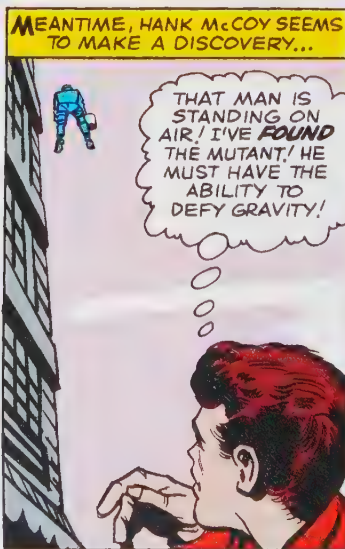
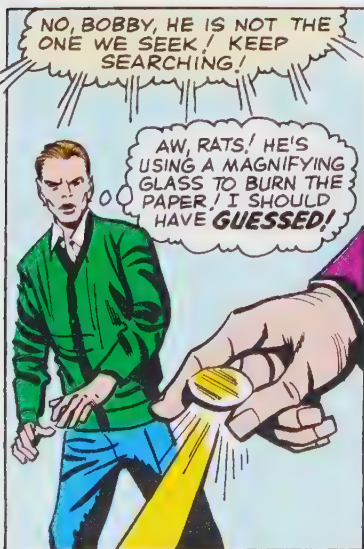
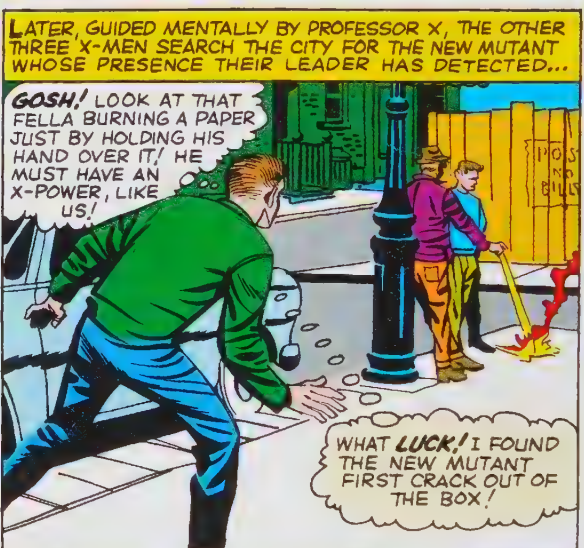
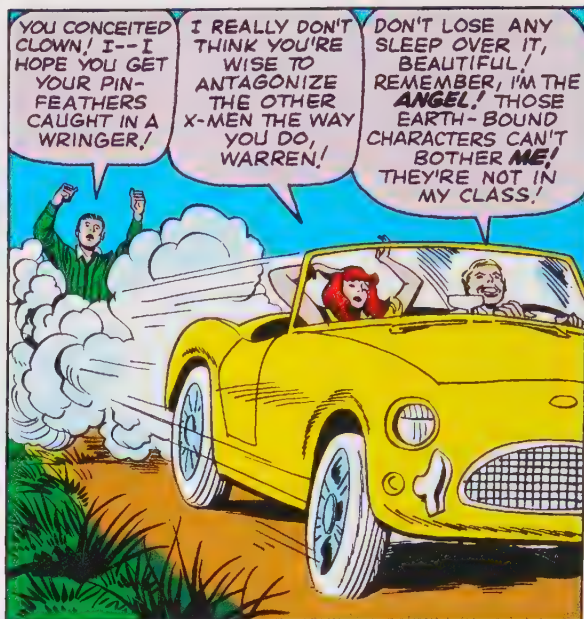
BE CAREFUL, MY DEAR! I CANNOT TELL WHAT POWERS THIS MUTANT MAY POSSESS! HE MAY BE A **DANGER** TO YOU!

DON'T WORRY, SIR! REMEMBER HOW WELL YOU'VE TRAINED US!

"DON'T WORRY"! AS THOUGH I' COULD **HELP** WORRYING ABOUT THE ONE I LOVE! BUT I CAN NEVER **TELL** HER! I HAVE NO RIGHT! NOT WHILE I'M THE LEADER OF THE X-MEN, AND CONFINED TO THIS WHEEL-CHAIR!

SCOTT, DON'T LOOK SO GRIM! COME ON, YOU AND I WILL SEARCH FOR THE MUTANT TOGETHER!

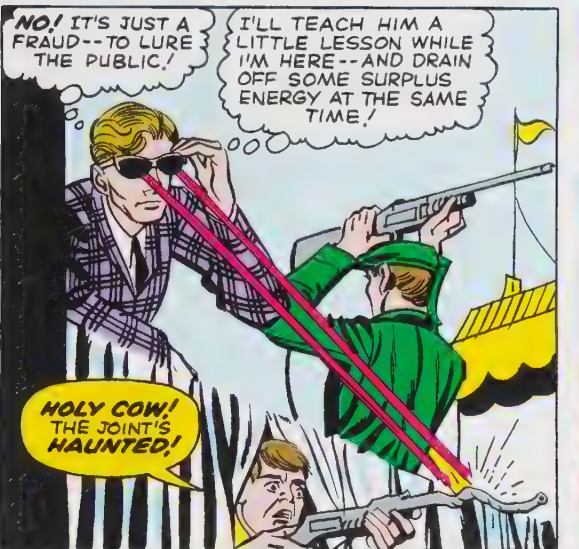
WHAT? YOU WANNA GO WITH OL' PRUNE FACE INSTEAD OF LOVEABLE **ME**?



BUT, UPON REACHING THE FOURTH FLOOR, HANK FINDS...

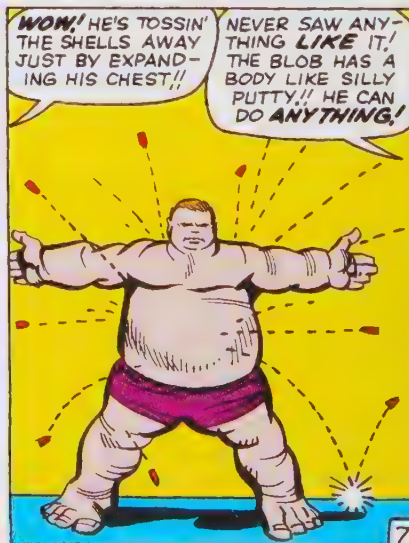


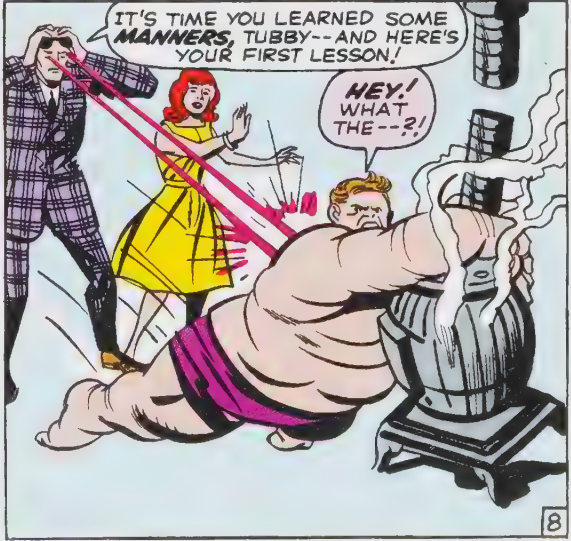
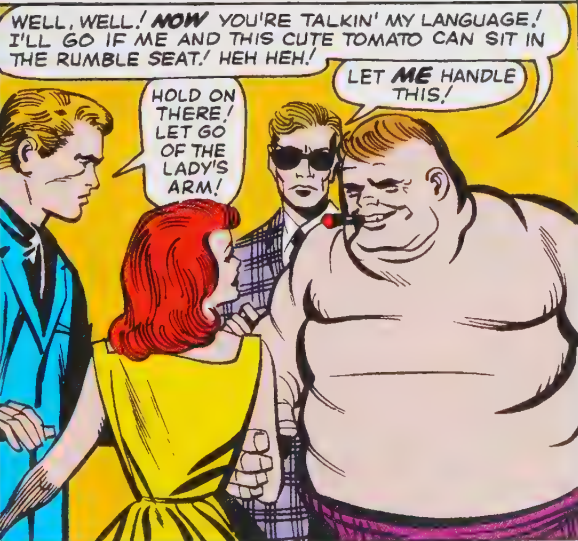
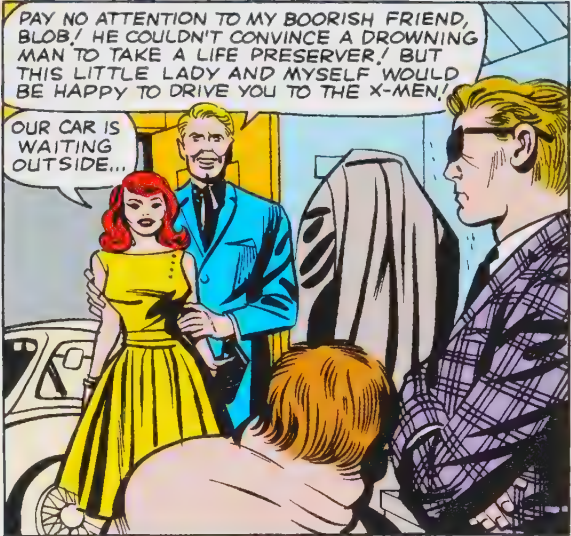
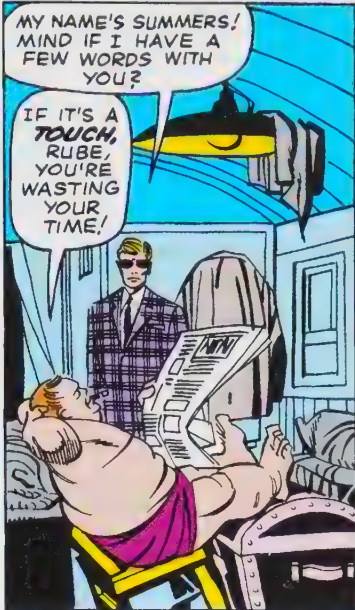
AND, WHAT OF SCOTT SUMMERS, THE X-MAN KNOWN AS CYCLOPS? AT A NEARBY CARNIVAL...

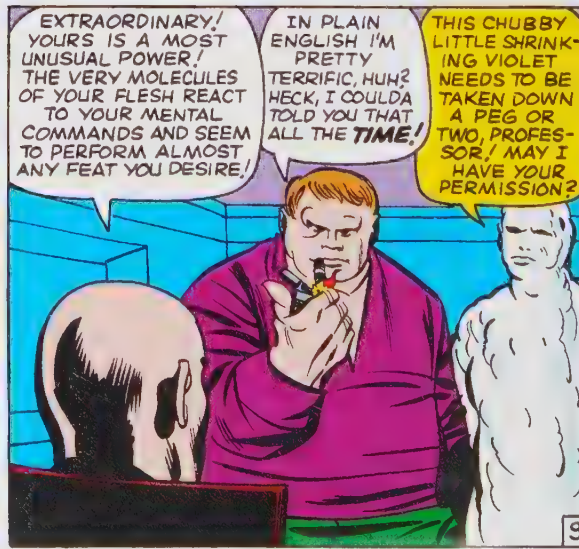
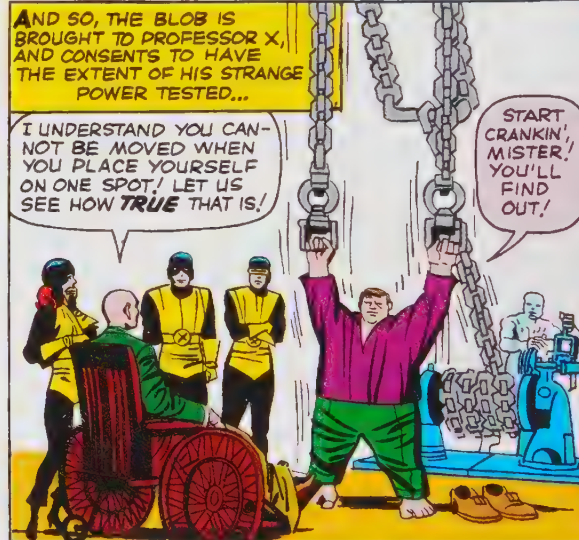
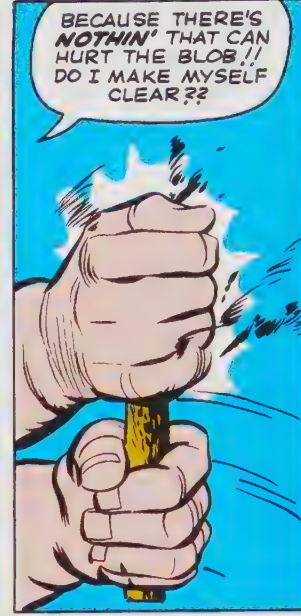
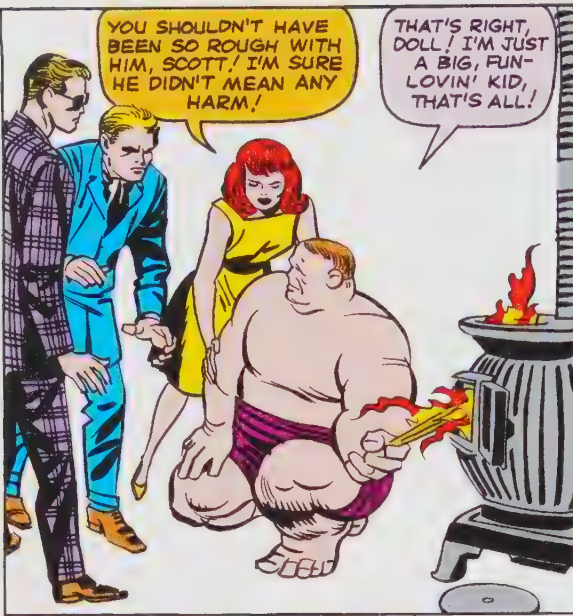


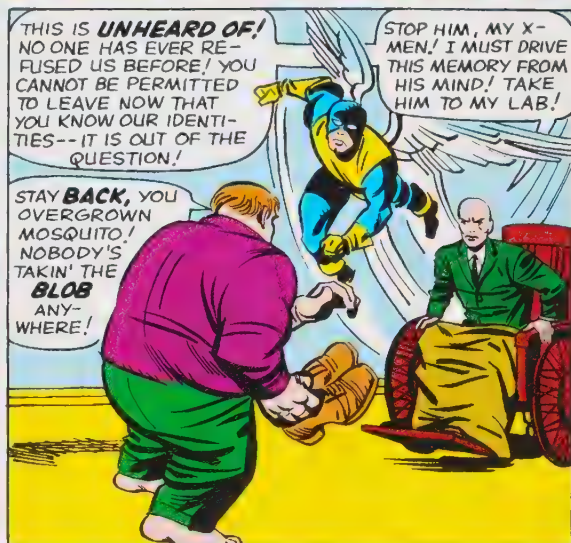
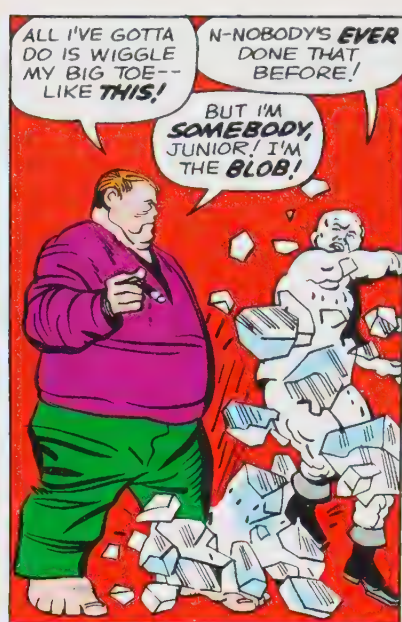
AT THAT MOMENT, CYCLOPS HEARS THE SHRILL SOUND OF A BARKER'S RAUCOUS PITCH...

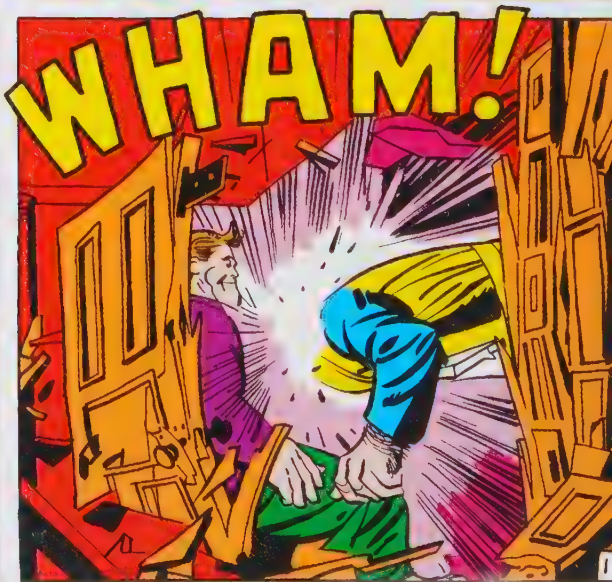
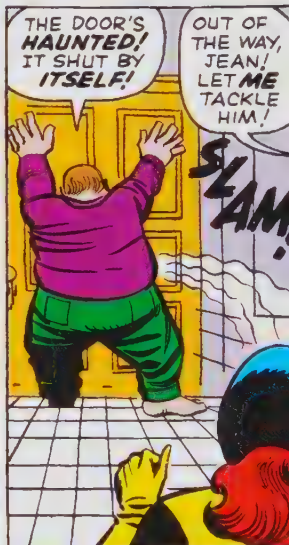
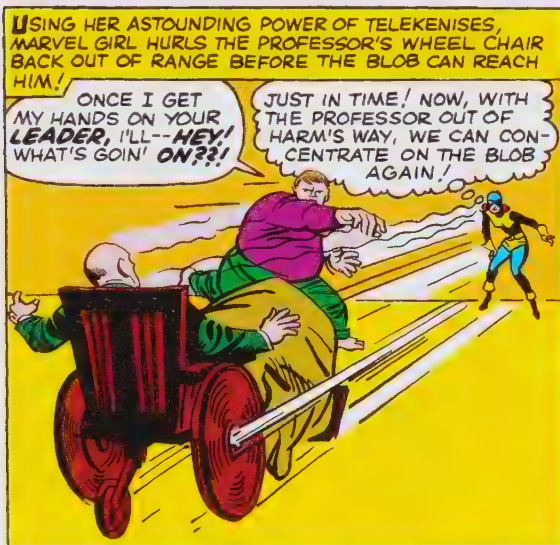
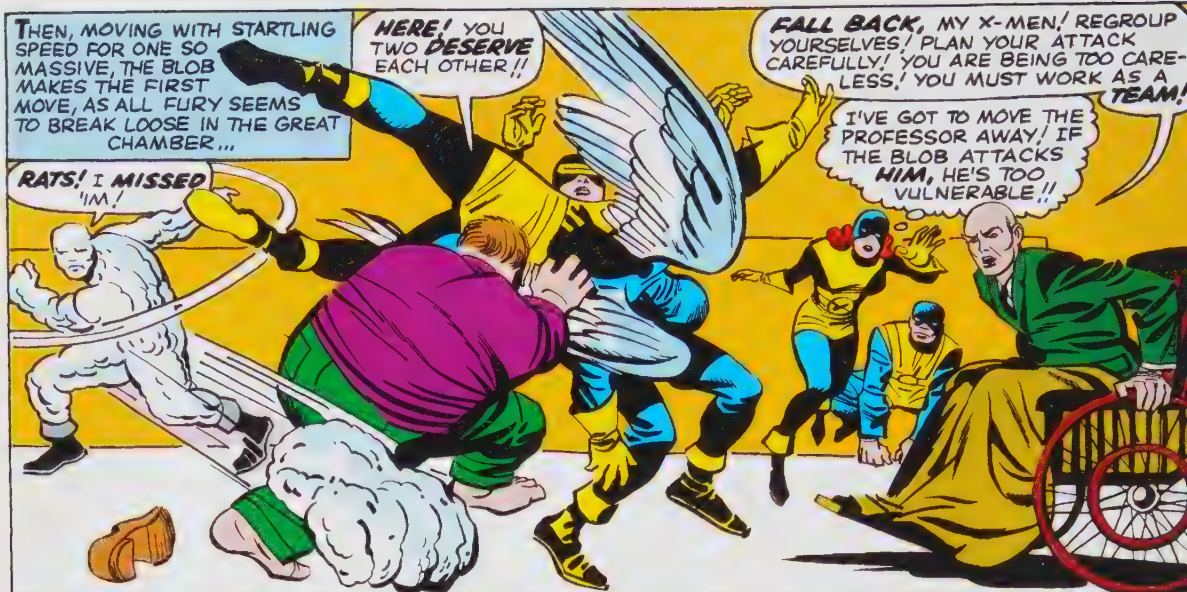


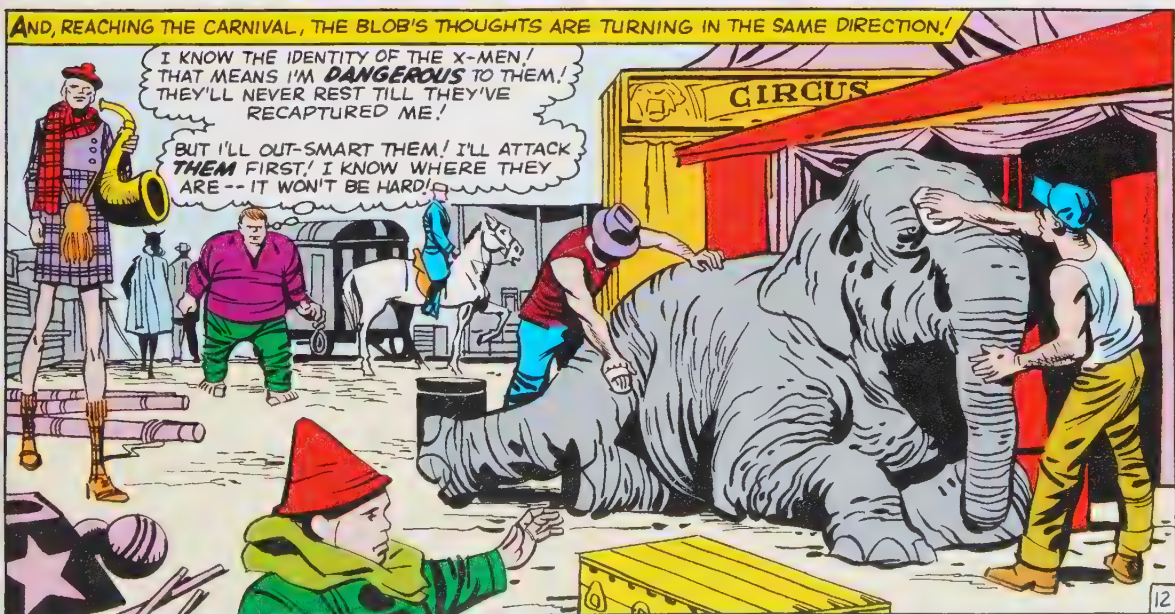
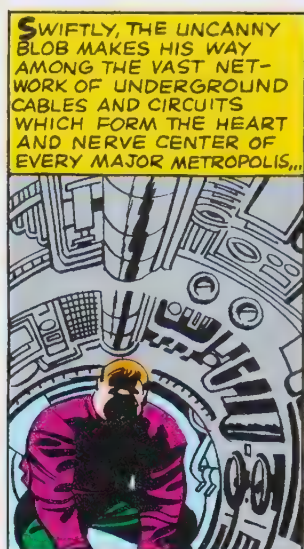


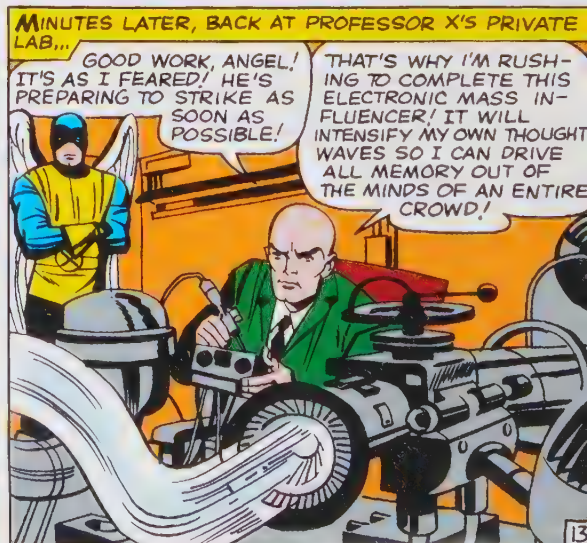
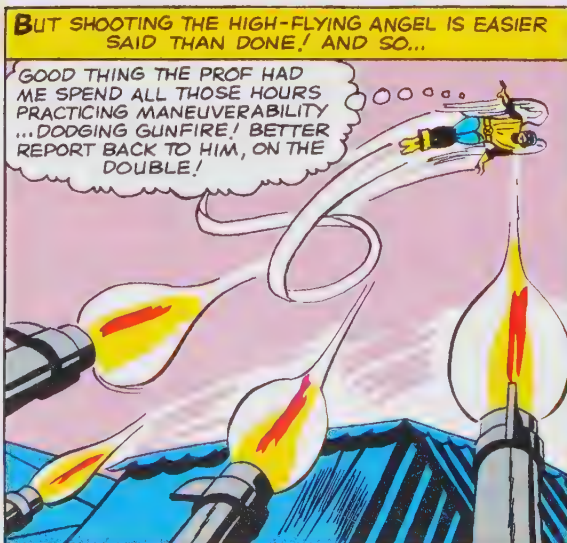
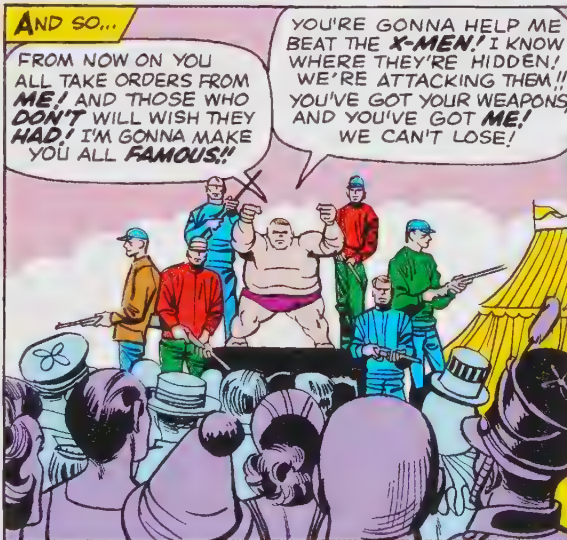


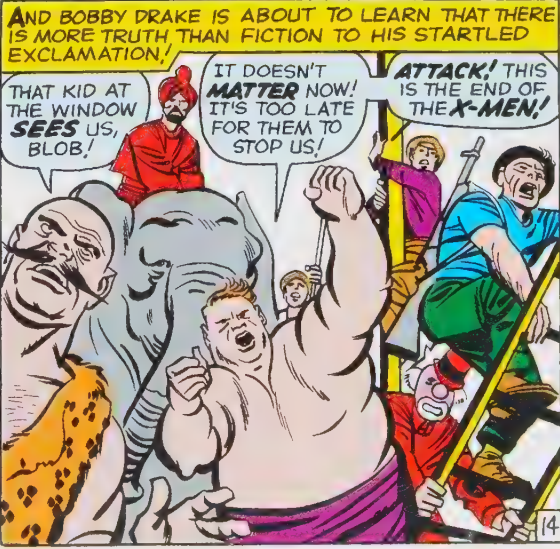
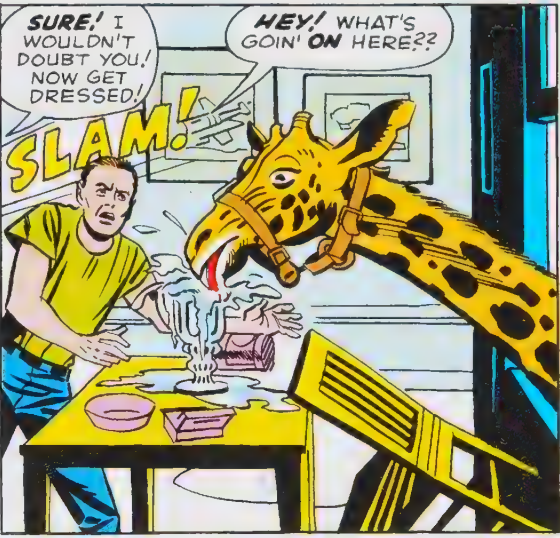


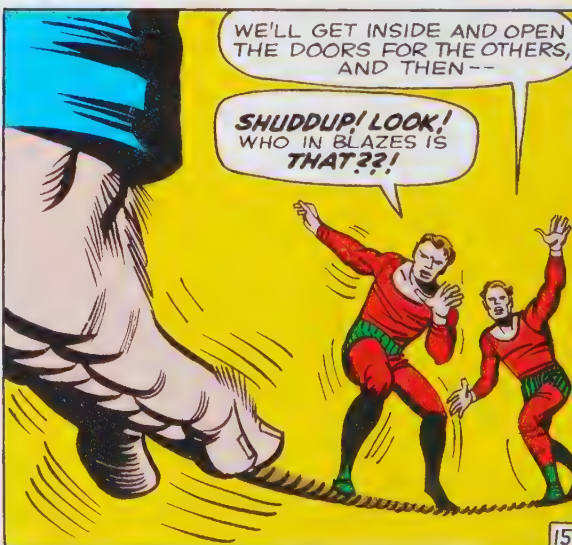
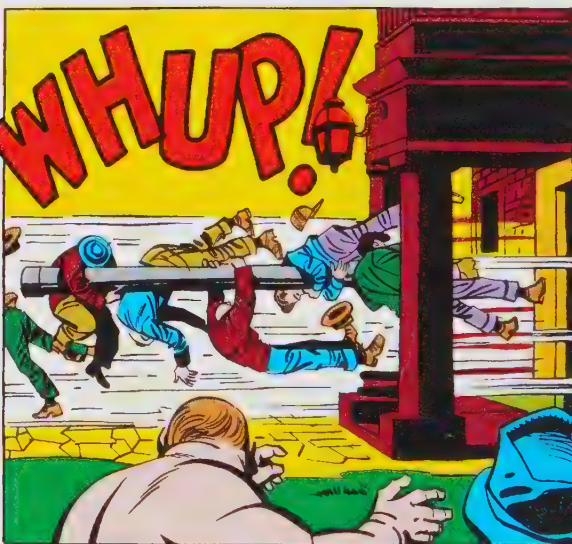


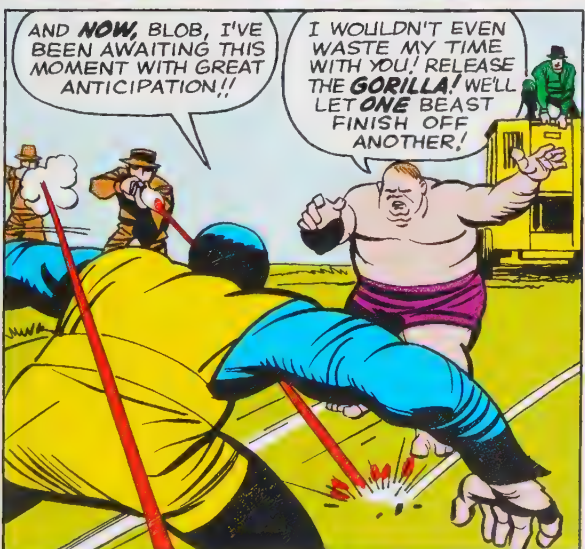
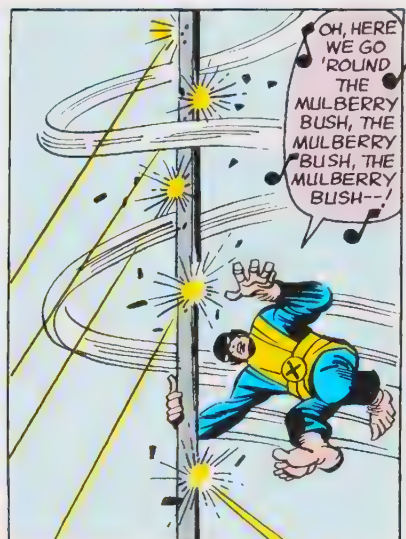


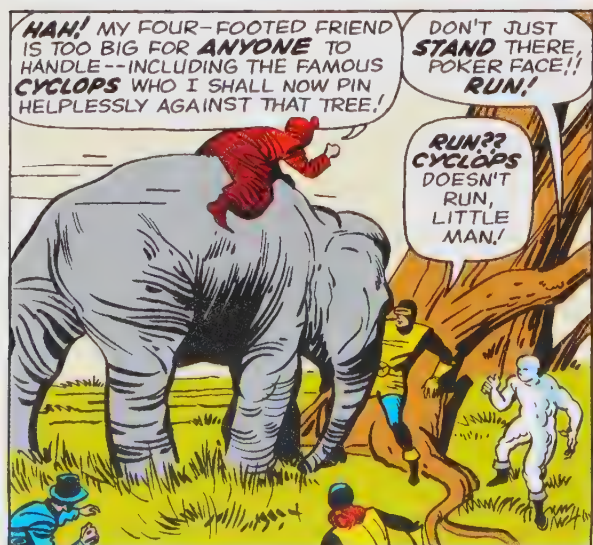
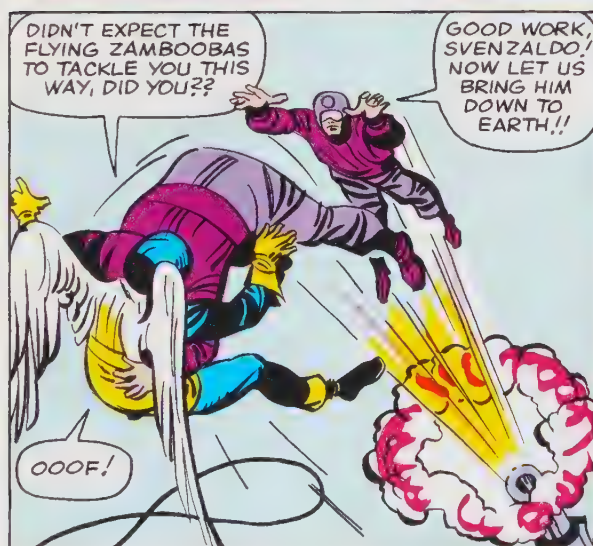
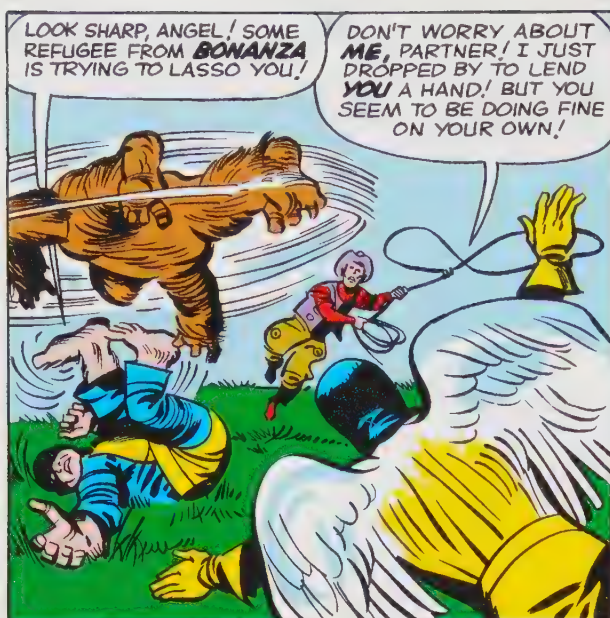


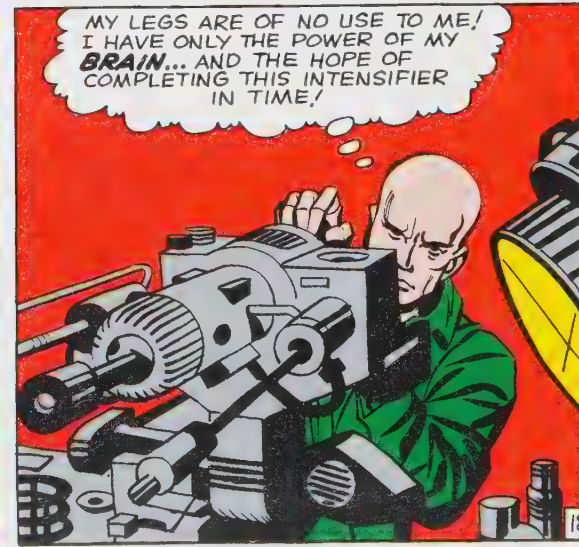
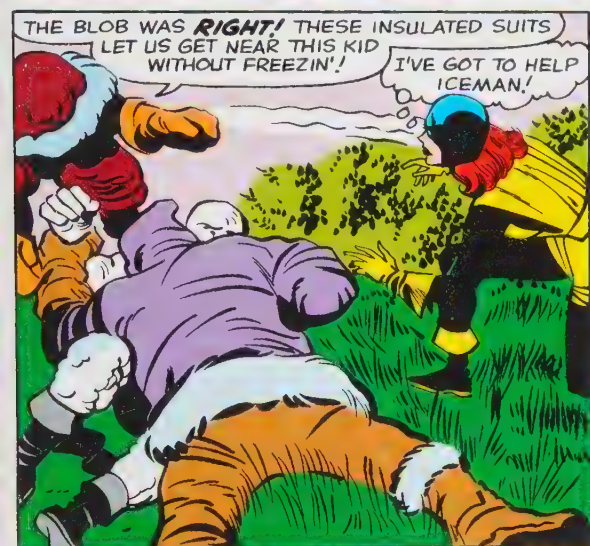




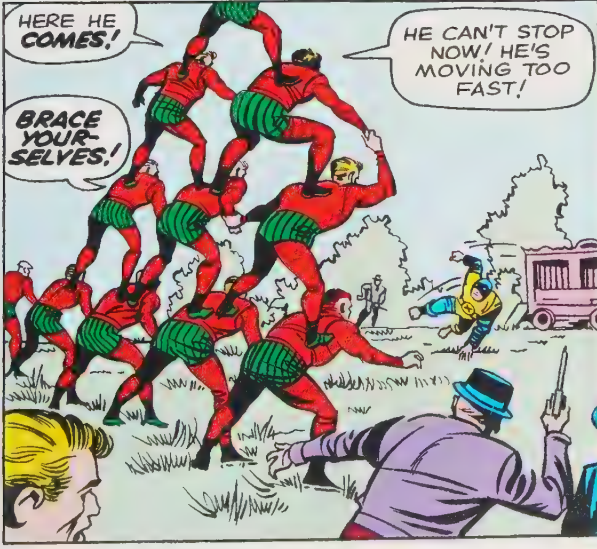
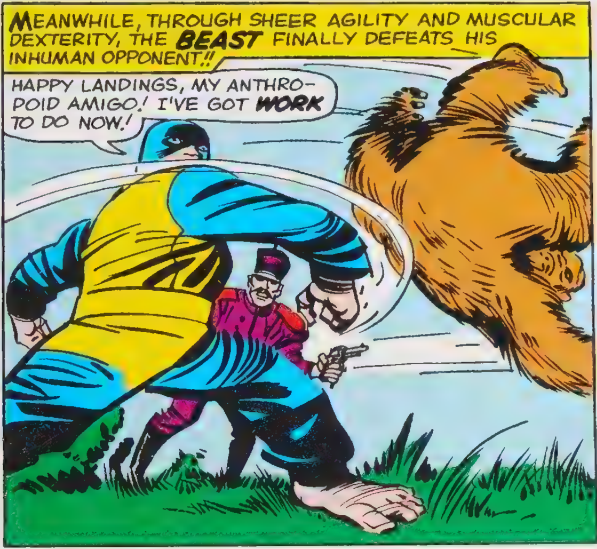














THROW HIM DOWN **HERE**, TO ME! I'LL HANDLE HIM NOW!

NOTHING CAN BREAK THE GRIP OF THE **BLOB**!



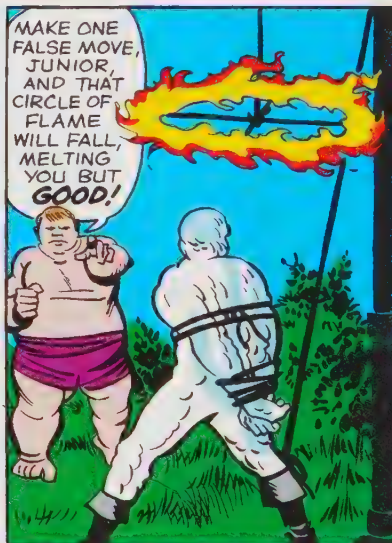
THERE! YOU'RE THE **LAST** OF 'EM! I'VE BEATEN ALL THE X-MEN! ONLY HELPLESS PROFESSOR X REMAINS!



MINUTES LATER...

IF THE FOUR OF YOU STAY OUT OF TROUBLE NOW, I MAY LET YOU LIVE--FOR A WHILE LONGER!

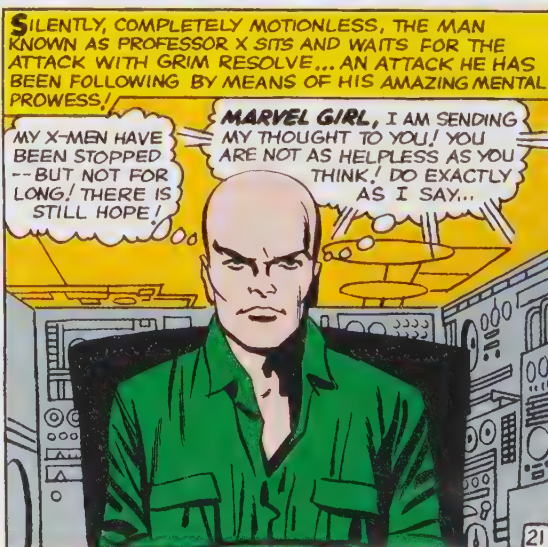
AND DON'T EXPECT ANY HELP FROM THE **ICEMAN**-- HE'S GOT HIS **OWN** PROBLEMS RIGHT NOW!



MAKE ONE FALSE MOVE, JUNIOR, AND THAT CIRCLE OF FLAME WILL FALL, MELTING YOU BUT **GOOD!**



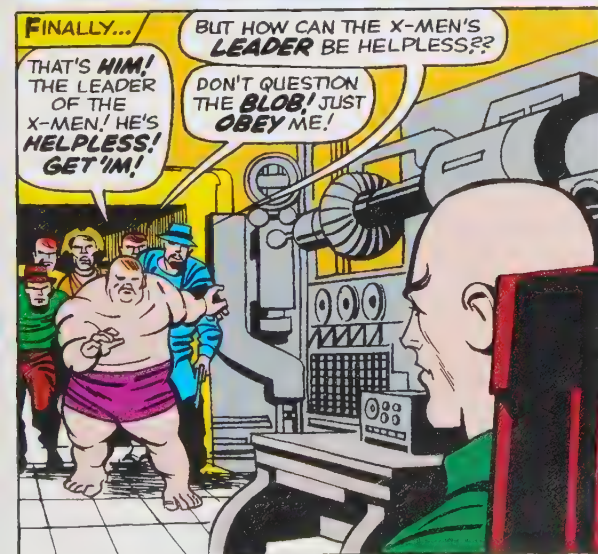
NOW **FOLLOW ME!** ONCE WE DISPOSE OF PROFESSOR X, ALL THE SECRETS--ALL THE POWERS OF THE X-MEN WILL BE **MINE!** THE WHOLE HUMAN RACE WILL BOW DOWN TO--THE **BLOB!**



SILENTLY, COMPLETELY MOTIONLESS, THE MAN KNOWN AS PROFESSOR X SITS AND WAITS FOR THE ATTACK WITH GRIM RESOLVE... AN ATTACK HE HAS BEEN FOLLOWING BY MEANS OF HIS AMAZING MENTAL PROWESS!

MY X-MEN HAVE BEEN STOPPED -- BUT NOT FOR LONG! THERE IS STILL HOPE!

MARVEL GIRL, I AM SENDING MY THOUGHT TO YOU! YOU ARE NOT AS HELPLESS AS YOU THINK! DO EXACTLY AS I SAY...



AND THEN, A HUGE SECTION OF CANVAS SEEMS TO FLOAT THROUGH THE AIR, WRAPPING ITSELF AROUND THE STUNNED AND STARTLED ATTACKERS.!!



WE CAN'T GET OUT! IT'S FOLDING ITSELF AROUND US!!

HELP!! THE X-MEN AIN'T JUST MUTANTS -- THEY'RE MAGICIANS!!

SURPRISED, BROTHER BLOB? DON'T BE! YOU HAVEN'T SEEN ANYTHING YET!



I SAVED YOU FOR LAST! THE BOYS ASKED ME TO!

I BEAT YOU ALL ONCE, AND I'LL DO IT AGAIN! BUT THIS TIME I WON'T BE SO MERCIFUL!

BRAVO! SPOKEN LIKE A TRUE LITTLE BLOB!

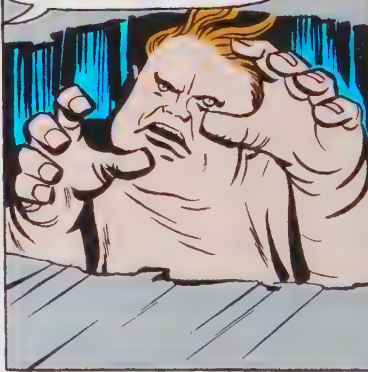
STAY BACK! HIS GRIP IS UNBREAKABLE ONCE HE GRABS YOU! BUT I'LL SEE TO IT THAT HE NEVER GRABS ANY OF US AGAIN!



WHOOOM!

I WAS A FOOL TO ALLOW THOSE BUMBLING HOMO SAPIENS TO FIGHT YOU! WHEN I CLIMB OUT OF HERE, THE BLOB PERSONALLY WILL DEFEAT YOU ALL!

SORRY, CHUBBINS! WE'RE NOT GIVING YOU A SECOND CHANCE!



QUICK, STRETCHO! WE'VE GOT TO GET OUT OF HERE! LET'S BLAST OUR WAY THROUGH!

OKAY, X-MEN! THIS IS THE WRAP-UP! LET'S GET THOSE POP-GUNS AWAY FROM OUR FRANTIC FRIENDS!



EASY ON THOSE WALLS, BEAST! YOU'RE GIVING ME A HEADACHE!

YOU TRAVEL YOUR WAY, ANGEL -- AND I'LL TRAVEL MINE! I'M JUST A NON-CONFORMIST AT HEART!



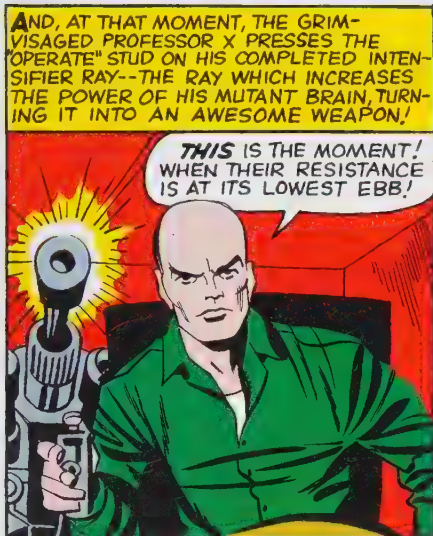


USING HIS POWERFUL WINGS AS POUNDING WEAPONS, THE ANGEL KNOCKS THE GUNS FROM THE HANDS OF HIS ENEMIES, AS THE BEAST CAUSES THEM TO RETREAT IN PANIC!



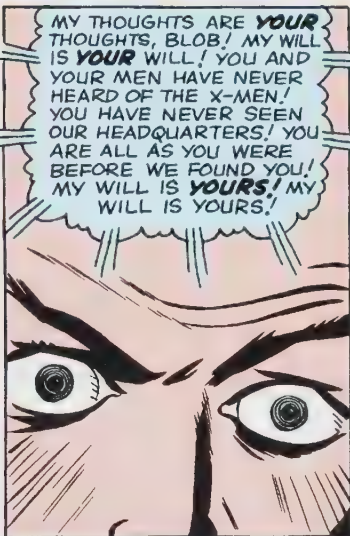
BUT, THEIR RETREAT IS SHORT-LIVED, FOR ONE LOW-INTENSITY POWER BLAST BY CYCLOPS FORCES THEM TO Huddle helplessly in a corner!

NO MORE!
NO MORE!
WE GIVE UP!



AND, AT THAT MOMENT, THE GRIM-VISAGED PROFESSOR X PRESSES THE "OPERATE" STUD ON HIS COMPLETED INTENSIFIER RAY--THE RAY WHICH INCREASES THE POWER OF HIS MUTANT BRAIN, TURNING IT INTO AN AWESOME WEAPON!

THIS IS THE MOMENT! WHEN THEIR RESISTANCE IS AT ITS LOWEST EBB!



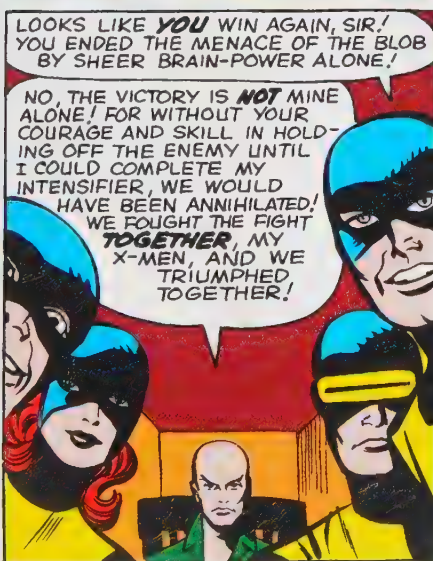
MY THOUGHTS ARE **YOUR** THOUGHTS, BLOB! MY WILL IS **YOUR** WILL! YOU AND YOUR MEN HAVE NEVER HEARD OF THE X-MEN! YOU HAVE NEVER SEEN OUR HEADQUARTERS! YOU ARE ALL AS YOU WERE BEFORE WE FOUND YOU! MY WILL IS **YOURS!** MY WILL IS **YOURS!**



AND, WITHIN A MATTER OF SECONDS...

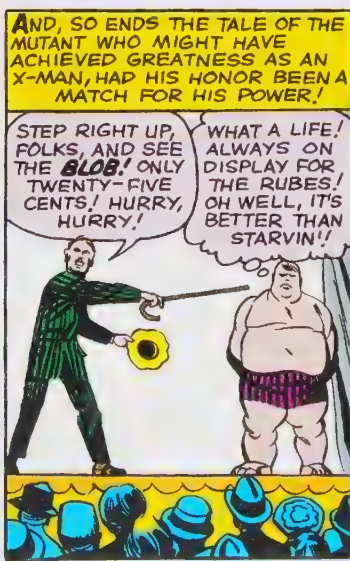
WHAT'S GOIN' ON?
WHAT ARE WE DOING HERE?

I DON'T KNOW! BUT WE'D BETTER RETURN TO THE CARNIVAL BEFORE WE GET SACKED!



LOOKS LIKE **YOU** WIN AGAIN, SIR! YOU ENDED THE MENACE OF THE BLOB BY SHEER BRAIN-POWER ALONE!

NO, THE VICTORY IS **NOT** MINE ALONE! FOR WITHOUT YOUR COURAGE AND SKILL IN HOLDING OFF THE ENEMY UNTIL I COULD COMPLETE MY INTENSIFIER, WE WOULD HAVE BEEN ANNIHILATED! WE FOUGHT THE FIGHT **TOGETHER**, MY X-MEN, AND WE TRIUMPHED TOGETHER!



AND, SO ENDS THE TALE OF THE MUTANT WHO MIGHT HAVE ACHIEVED GREATNESS AS AN X-MAN, HAD HIS HONOR BEEN A MATCH FOR HIS POWER!

STEP RIGHT UP, FOLKS, AND SEE THE **BLOB!** ONLY TWENTY-FIVE CENTS! HURRY, HURRY!

WHAT A LIFE! ALWAYS ON DISPLAY FOR THE RUBES! OH WELL, IT'S BETTER THAN STARVIN'!



BUT THE BRAIN OF A MUTANT IS AN UNPREDICTABLE THING! PROFESSOR X KNOWS THAT SOME DAY IN THE FUTURE, THE BLOB'S MEMORY MAY RETURN...

BUT, WHEN IT DOES... THE X-MEN WILL BE READY! NOW, UNTIL NEXT ISSUE, FROM **HOMO SUPERIOR** TO **HOMO SAPIENS** --FAREWELL!

THE END



MARVEL
COMICS
GROUP **12¢**

the X-MEN

APPROVED
BY THE
COMICS
CODE
AUTHORITY

IND.

4
MAR.

Featuring:
THE
RETURN OF THE
DREADED
MAGNETO!

AT LAST!! THE X-MEN
COME FACE-TO-FACE WITH
"the BROTHERHOOD of
EVIL MUTANTS"



**X-MEN! THE MOST
UNUSUAL TEEN-AGERS
OF ALL TIME!!**

X-MEN

THE MOST UNUSUAL
TEEN-AGERS OF
ALL TIME!

"the BROTHERHOOD of EVIL MUTANTS!"

YOU ARE GAZING AT A SIGHT WHICH FEW HOMO SAPIENS HAVE EVER BEEN PRIVILEGED TO WITNESS... THE AWESOME DANGER ROOM WHERE PROFESSOR XAVIER TRAINS HIS HOMO SUPERIOR MUTANT STUDENTS FOR THE DANGERS WHICH AWAIT THEM!

FASTER, HANK!
AND BEWARE OF
SUDDEN
TRAPS!

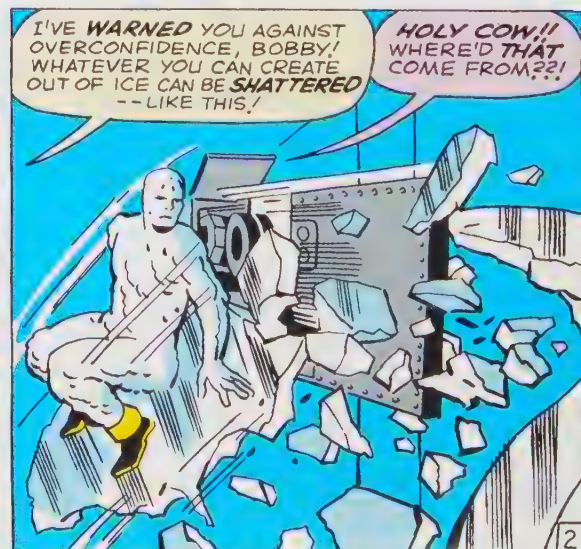
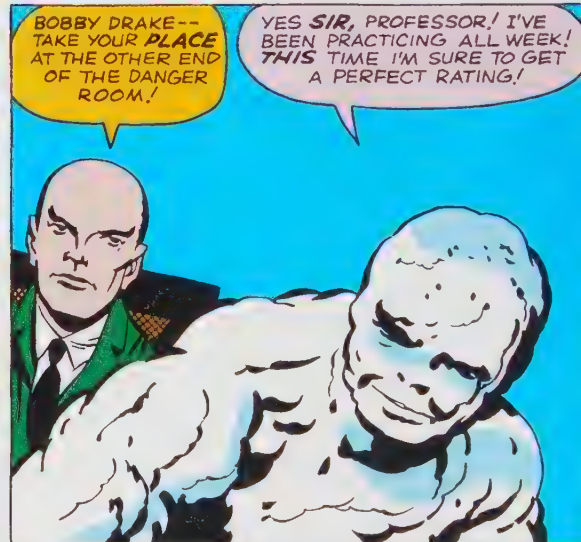
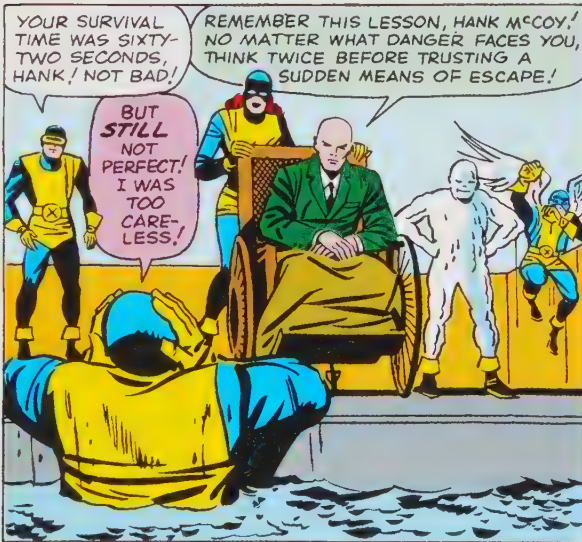
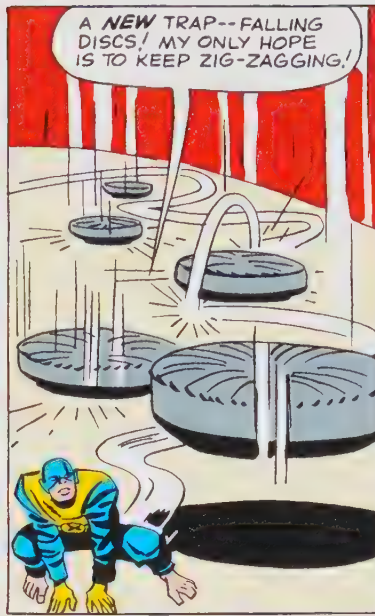
WOW! THE BEAST
IS REALLY GETTING
THE FULL TREAT-
MENT THIS TIME!

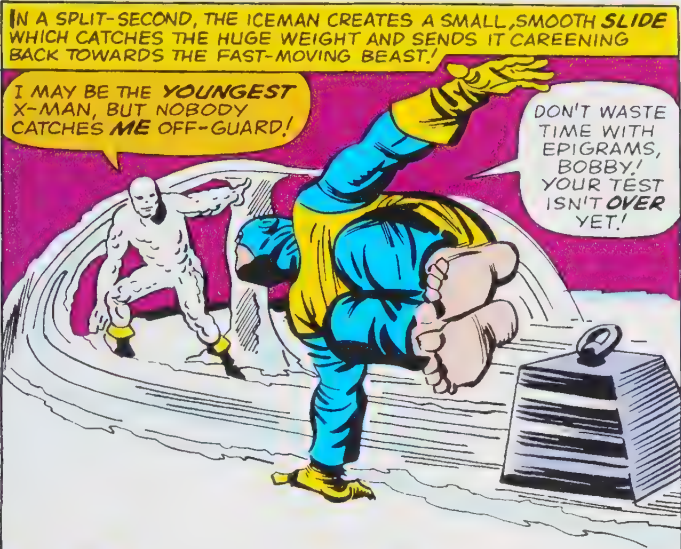
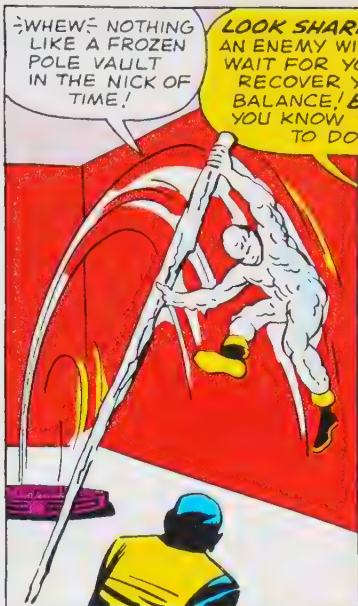
THE TEST HAS
LASTED FIFTY SECONDS
SO FAR! HOW MUCH
MORE CAN HANK
MC COY TAKE?

I'VE MANAGED
TO DODGE
EVERYTHING THE
PROFESSOR COULD
THROW AT ME!
BUT THE WORST
IS STILL AHEAD!

SENSATIONAL SCRIPT BY:
STAN LEE
DYNAMIC DRAWINGS BY:
JACK KIRBY
IMAGINATIVE INKING BY:
PAUL REINMAN
LEGIBLE LETTERING BY:
ART SIMEK

x-607







BUT NOW WE LEAVE PROFESSOR XAVIER'S SCHOOL FOR GIFTED YOUNGSTERS, AND TURN OUR ATTENTION TO ANOTHER GROUP OF MUTANTS WHO ARE ALSO SEATED AT A TABLE! BUT, WHAT A WORLD OF DIFFERENCE WE SHALL FIND BETWEEN THESE TWO SUPER-HUMAN GROUPS!



IF YOU HAVE THE **MANNERS** OF A PIG, YOU MIGHT AS WELL HAVE THE **APPEARANCE** OF ONE, ALSO!



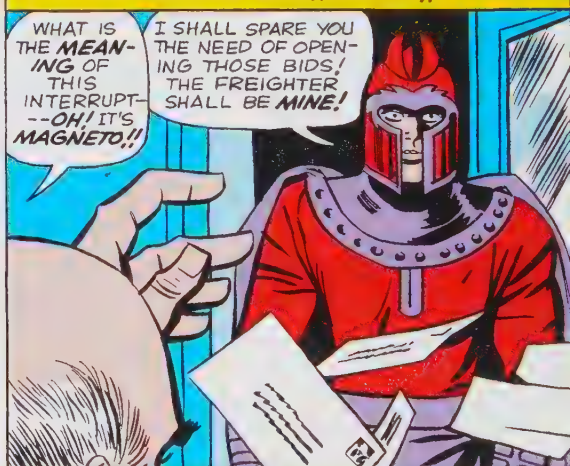




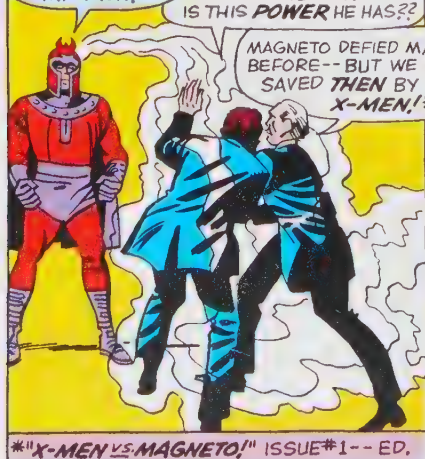
AS THOUGH IN ANSWER TO THE TOAD'S QUERY, WE ONCE AGAIN CHANGE OUR SCENE--THIS TIME TO THE OFFICE OF A LARGE SHIPPING LINE...



AT THAT MOMENT, A TALL, AWESOME-LOOKING COSTUMED FIGURE ENTERS THE ROOM! THE IMPOSING FIGURE OF **MAGNETO**, THE MOST POWERFUL OF ALL THE EVIL MUTANTS!!



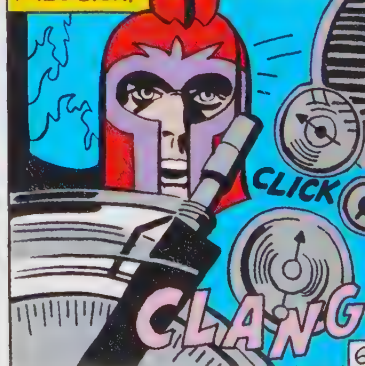
A SIMPLE BAND OF MAGNETIC FORCE WILL KEEP YOU INSIDE THIS ROOM UNTIL I HAVE COMPLETED MY TASK!



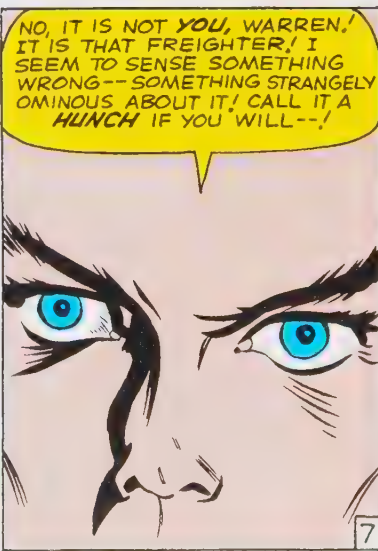
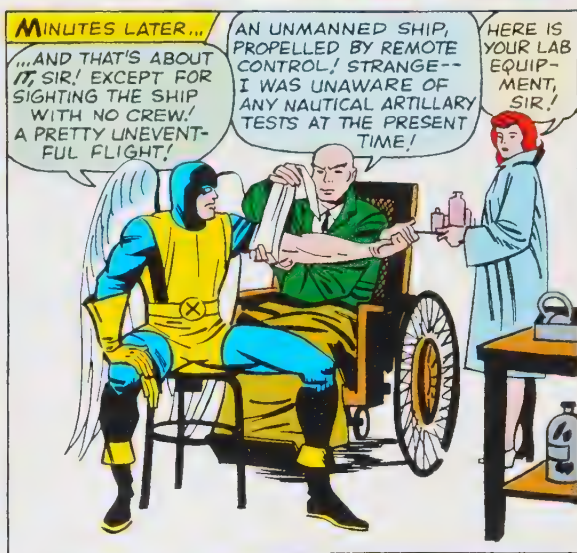
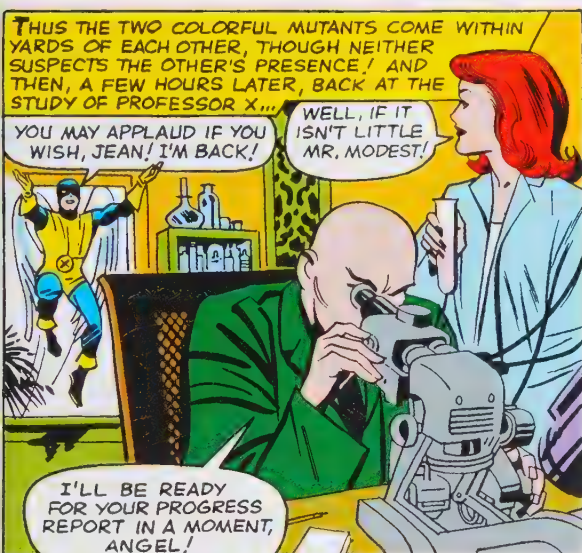
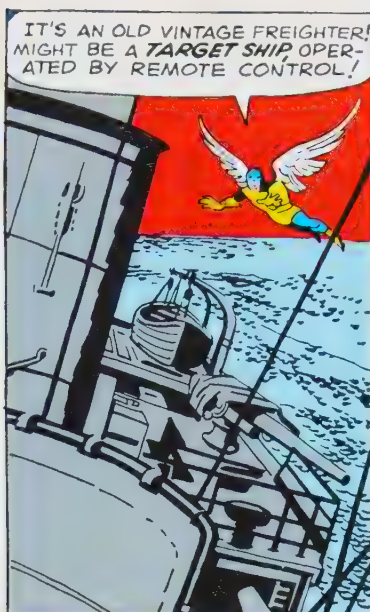
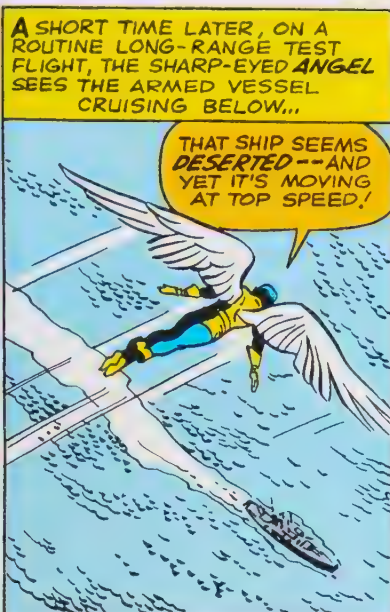
SECONDS LATER...



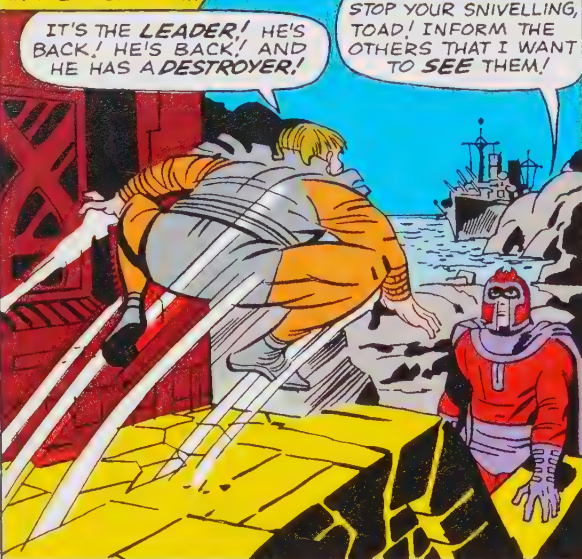
AND THEN, INCREDIBLE AS IT SEEMS, THE ONE MIGHTY MUTANT, UTILIZING HIS IRRESISTIBLE POWER TO ITS FULLEST, OPERATES EVERY COMPLICATED CONTROL FROM THE BRIDGE OF THE FREIGHTER--MAGNETICALLY--WITH BRILLIANT PRECISION!



*"X-MEN vs MAGNETO," ISSUE #1--ED.



MEANWHILE, ON A LONELY, UNCHARTED ISLAND IN THE ATLANTIC...



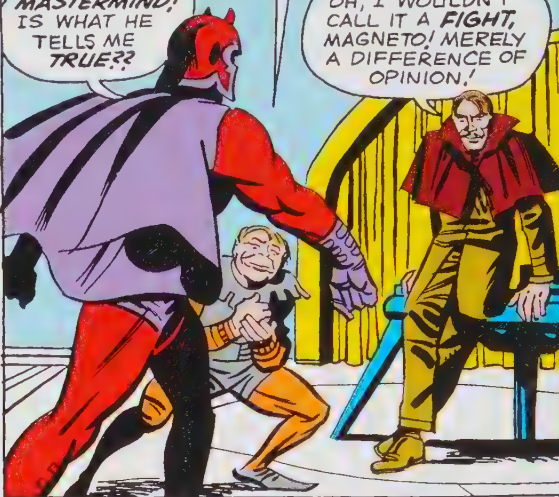
IT'S THE **LEADER!** HE'S BACK! HE'S BACK! AND HE HAS A **DESTROYER!**

STOP YOUR SNIVELLING, TOAD! INFORM THE OTHERS THAT I WANT TO **SEE** THEM!

BUT, MASTER--I HAVE MUCH TO **TELL** YOU! THEY QUARRELED AMONG THEMSELVES! THEY TRIED TO FIGHT EACH OTHER! I STOPPED THEM MYSELF! BECAUSE THE TOAD IS LOYAL TO YOU!

MASTERMIND! IS WHAT HE TELLS ME **TRUE??**

OH, I WOULDN'T CALL IT A **FIGHT**, MAGNETO! MERELY A DIFFERENCE OF OPINION!



DON'T **BELIEVE** HIM, MASTER! I WAS **HERE!** I **HEARD** THEM! HE TRIED TO HARM THE **SCARLET WITCH!**

YOU LOATHSOME GARGOYLE! I'LL **GET** YOU FOR THIS!!



WHAT?!! YOU DARE SAY THAT IN **MY** PRESENCE!! HAVE YOU FORGOTTEN THAT OUR PERSONAL FEELINGS ARE **NOTHING??!!** IT IS THE **PLAN** THAT IS ALL-IMPORTANT!!



QUICKSILVER!! WITCH!! I WANT TO **SPEAK** TO YOU!

LOOK, MAGNETO--YOU DON'T SCARE **US!** I'M TAKING MY SISTER **AWAY** FROM HERE!



NO! YOU **CANNOT** LEAVE! HAVE YOU FORGOTTEN--**YOU!** MOST OF ALL, WHAT YOU **OWE** ME??

HE IS **RIGHT**, PIETRO! I **MUST** REMAIN AND SERVE HIM--UNTIL MY DEBT IS **REPAID!**

THEN I **TOO** SHALL STAY, WANDA--TO WATCH OVER YOU!



"HAVE YOU FORGOTTEN THAT DAY, NOT LONG AGO, WHEN I FIRST CAME TO YOUR VILLAGE IN THE HEART OF EUROPE? HAVE YOU FORGOTTEN HOW THE SUPERSTITIOUS VILLAGERS CALLED YOU A **WITCH** BECAUSE OF YOUR MUTANT **POWER??**"

WE **KNOW** YOU! YOU HAVE THE **EVIL EYE!**

NO! NO! PLEASE--

SHE IS A **SCARLET WITCH!** HER **POWER** MUST BE **DESTROYED!**

"IT WAS I WHO SAVED YOU, KEEPING THE MADDENED CROWD BACK BY MEANS OF MY MAGNETIC POWER! YOU MUST NEVER FORGET THAT! **NEVER!**"

COME NO FURTHER, HOMO SAPIENS!!

WHOEVER YOU ARE-- I-I OWE YOU MY **LIFE!**

REMEMBER, WE ARE **HOMO SUPERIOR!** WE ARE BORN TO **RULE THE EARTH!** THE HUMANS MUST BE OUR SLAVES! THEY ARE OUR NATURAL ENEMIES-- AND TOGETHER, WITH OUR SUPER-HUMAN POWERS, WE CAN CONQUER THEM ALL!

I'M STILL NOT SOLD, MAGNETO! BUT, AS LONG AS MY SISTER STAYS HERE, I'LL GO ALONG WITH YOU! I'VE NO LOVE FOR HUMANS, EITHER!

WHY **SHOULD** WE LOVE THE HOMO SAPIENS?? THEY HATE US --FEAR US BECAUSE OF OUR SUPERIOR POWER!

THAT IS WHY WE HIDE ON THIS FORTIFIED ISLE, WAITING FOR THE TIME TO **STRIKE**-- TO TAKE CONTROL OF EARTH FROM THEM!

...AND NOW THAT WE HAVE OUR SHIP, WE SHALL LAUNCH OUR FIRST ATTACK! THE FIVE OF US, ALONE AND UNAIDED, SHALL CONQUER AN ENTIRE **NATION**-- AS A TEST OF OUR SUPREME POWER!

DAYS LATER, MANY MILES AWAY ON THE MAIN-LAND...

INCREDIBLE! ONE LONE FREIGHTER ATTACKING AN ENTIRE SOUTH AMERICAN NATION! WHO WOULD **DARE**?? WHO, EXCEPT FOR THE ONES IN HIDING--**THE EVIL MUTANTS!!**

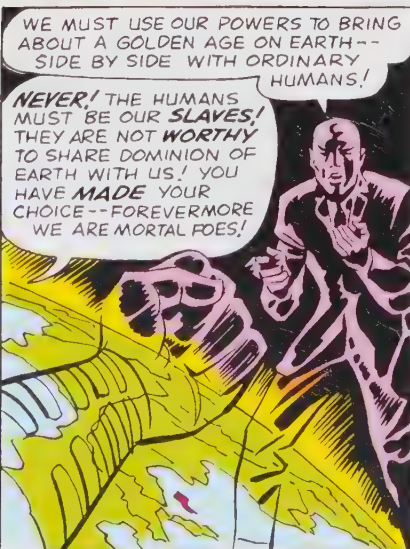
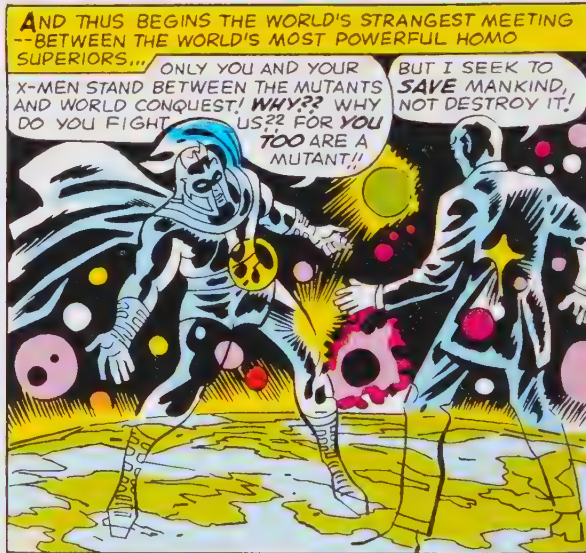
TINY--

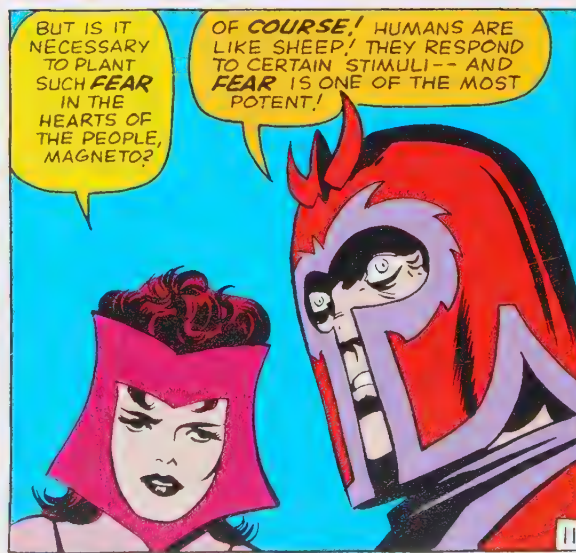
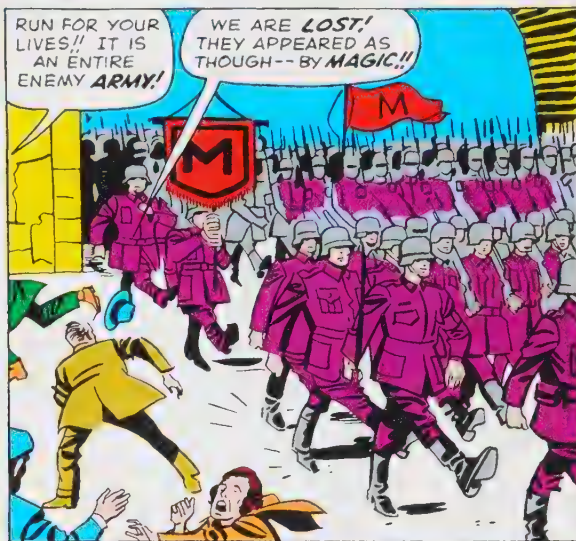
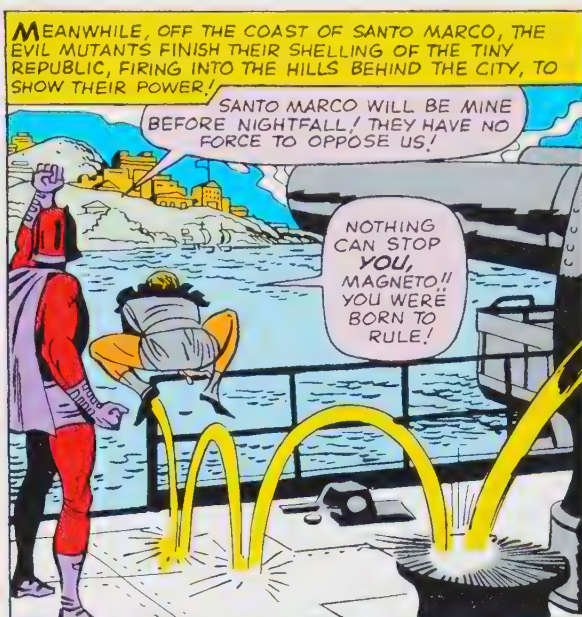
DAILY RECORD-BULLETIN

TINY REPUBLIC OF SANTO MARCO SHELLED BY MYSTERY NAVAL CRAFT!

AND THEN, THROUGHT THE LONELY BUILDING WHICH HOUSES THE MOST UNUSUAL TEEN-AGERS OF ALL TIME, A VIBRANT, COMMANDING **THOUGHT** REVERBERATES THRU EVERY ROOM AND CORRIDOR...

RED ALERT RED ALERT RED ALERT



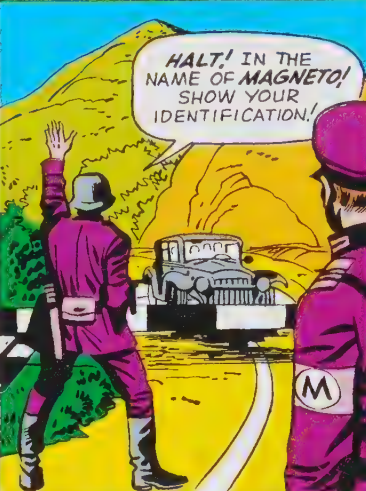


WITHIN A SHORT TIME, MAGNETO SEIZES THE REINS OF GOVERNMENT, AND LOSES NO TIME IN FORMING A **REAL** ARMY MODELLED AFTER THE IMAGINARY ONE CREATED BY MASTER-MIND...



WE MUST GET OFF THE STREET! IT IS NEARLY CURFEW TIME!

THE BORDERS OF THE ONCE-FREE LITTLE NATION ARE CLOSED -- AND ALL ROADS LEADING IN AND OUT OF THE CAPTIVE STATE ARE HEAVILY-PATROLLED!



HALT! IN THE NAME OF MAGNETO! SHOW YOUR IDENTIFICATION!

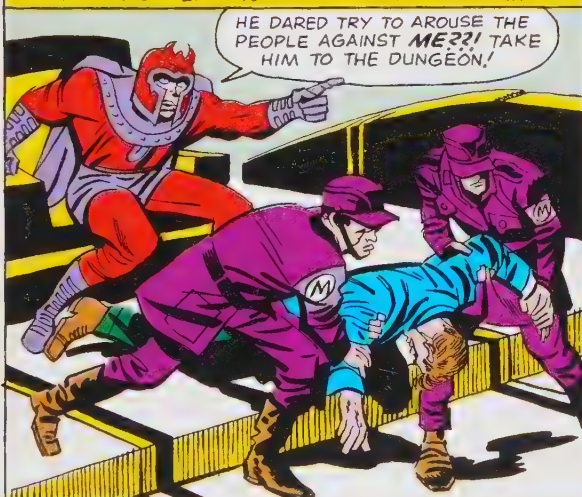
HMMM... AN AMERICAN PROFESSOR AND SOME STUDENTS ON A GOOD-WILL VISIT FROM AMERICA!



WE HAVE ORDERS TO ADMIT SUCH VISITORS! THE LEADER FEELS THEY CAN BE FOOLED INTO THINKING HE IS A KIND AND BELOVED RULER!

YOU MAY PASS!

WHILE, WITHIN THE PRESIDENTIAL BUILDING, WHICH MAGNETO HAS CONVERTED INTO AN IMPERIAL PALACE...



HE DARED TRY TO AROUSE THE PEOPLE AGAINST ME??! TAKE HIM TO THE DUNGEON!

I LIKE THE BRAND OF "JUSTICE" YOU HAND OUT, MAGNETO! IT'LL SHOW HOMO SAPIENS THAT **WE** ARE THEIR RIGHTFUL MASTERS!



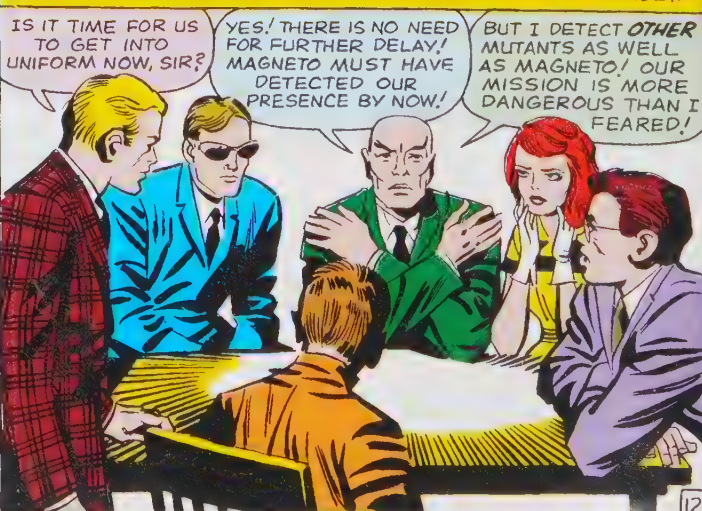
SILENCE! THEY'RE HERE -- THE X-MEN! I CAN SENSE IT! THE MENTAL EMANATIONS OF THEIR LEADER ARE SO STRONG THAT I FEEL THEM IN MY BRAIN!!



SEE TO IT THAT QUICKSILVER, THE SCARLET WITCH, AND THE TOAD ARE PREPARED! WE'LL LET THE X-MEN COME TO US -- LIKE FLIES ENTERING A SPIDER'S TRAP!



AND, A SHORT DISTANCE AWAY FROM MAGNETO'S PALACE...



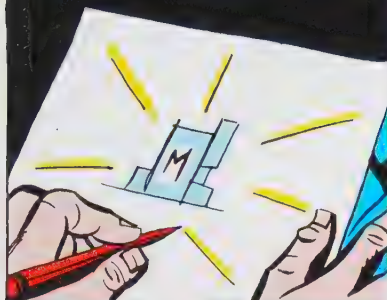
IS IT TIME FOR US TO GET INTO UNIFORM NOW, SIR?

YES! THERE IS NO NEED FOR FURTHER DELAY! MAGNETO MUST HAVE DETECTED OUR PRESENCE BY NOW!

BUT I DETECT **OTHER** MUTANTS AS WELL AS MAGNETO! OUR MISSION IS MORE DANGEROUS THAN I FEARED!

THEN, TAKING PENCIL IN HAND, THE GIFTED LEADER OF THE UNCANNY X-MEN PREPARES THEIR BATTLE PLAN...

THIS IS HOW MAGNETO WILL BE ATTACKED! YOU WILL EACH APPROACH HIS HEADQUARTERS IN A DIFFERENT WAY!



HANK, YOU'LL BE THE **FIRST!**

FORGIVE MY OVER-
ZEALOUSNESS, GROUP,
IF I DON'T LINGER
OVER A LONG
GOODBYE!



IT IS A WASTE OF
TIME GUARDING
MAGNETO! WHO
WOULD DARE
ATTACK THE
LEADER?

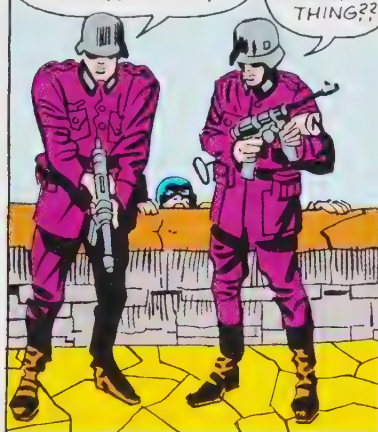


YOU ARE RIGHT!
ALL OTHERS
TREMBLE AT THE
SOUND OF THE
LEADER'S NAME!



STRANGE HOW HE TOOK
OVER OUR ENTIRE
GOVERNMENT--- SO
SUDDEN, WITHOUT
FIRING A SHOT!

LISTEN!
DID YOU
JUST
HEAR
SOME-
THING??



FORGIVE THE INTRUSION,
GENTS! I'M JUST AN
INCURABLE PARTY-
CRASHER!



BUT, MAGNETO HAS ALREADY ALERTED HIS OWN LOYAL MUTANTS, AND BEFORE THE BEAST CAN RECOVER HIS BALANCE, THE HIGH-JUMPING **TOAD** STRIKES!!

WHA---???

HAH! I HAVE STRUCK THE
FIRST BLOW! HOW PROUD
THE LEADER WILL BE!



BUT THE BEAST'S POWERFUL FINGERS SLAM AGAINST THE SIDE OF THE STONE RAMPART, AND THEN...

BETTER HANG ON HERE,
HENRY, OLD BOY! IT'S A
LONG WAY TO THE
BOTTOM!





DON'T GO AWAY, LITTLE FRIEND! I'LL CLIMB BACK UP AND WE CAN GET TO **KNOW** EACH OTHER BETTER!



HE'S TOO STRONG! I'LL BOUNCE THESE ROCKS DOWN AT HIM, TO STOP HIM FROM REACHING THE TOP!

DON'T BOTHER, TOAD! THE **MASTERMIND** WILL SHOW YOU HOW TO HANDLE HIM...

SUDDENLY, THE CREVICES WHICH THE BEAST HAS DUG OUT IN THE MOLDY STONE WALLS SEEM TO **VANISH**-- TO BE REPLACED BY A SMOOTH, GLASSY AREA WHICH PERMITS NO POSSIBLE GRIP...



CAN'T HOLD ON!!

SO SHOCKED IS THE HEAVY-LIMBED X-MAN, THAT HE LOSES HIS BALANCE AND BEGINS TO PLUNGE HELPLESSLY DOWN...



YOU SEE, TOAD? THERE ARE TIMES WHEN A CLEVER **ILLUSION** CAN BE MORE EFFECTIVE THAN MERE BRUTE STRENGTH!!



HE THOUGHT THE WALLS HAD TURNED TO GLASS!! THE **FOOL!**

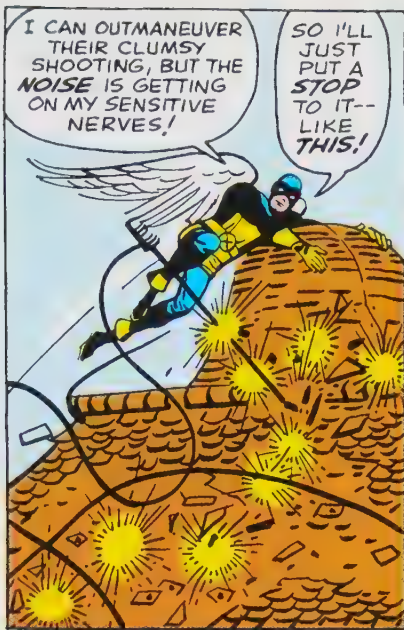
THEN, AT THE OTHER SIDE OF THE CASTLE, THE SOUND OF GUNFIRE IS HEARD, AS THE NEXT X-MAN ATTACKS...



YOU FELLAS SURE HAVE A FUNNY WAY OF MAKING A GUY FEEL AT HOME!



BOY! I'D LIKE TO BE THE ONE WHO SELLS THEM THEIR BULLETS!! I'D GET RICH OVERNIGHT!





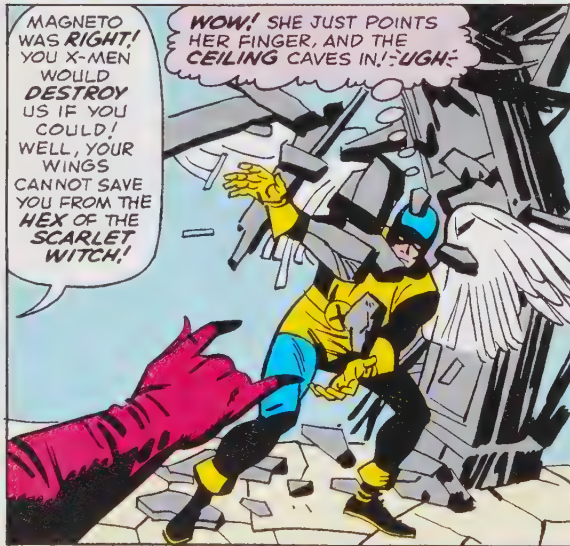
HHMM, HE'S KNOCKED OUT! LUCKY FOR ME! HE WAS A LITTLE TOO FAST FOR COMFORT!



QUICKSILVER!!
OH NO--NO, IF HE'S HARMED YOU--!!

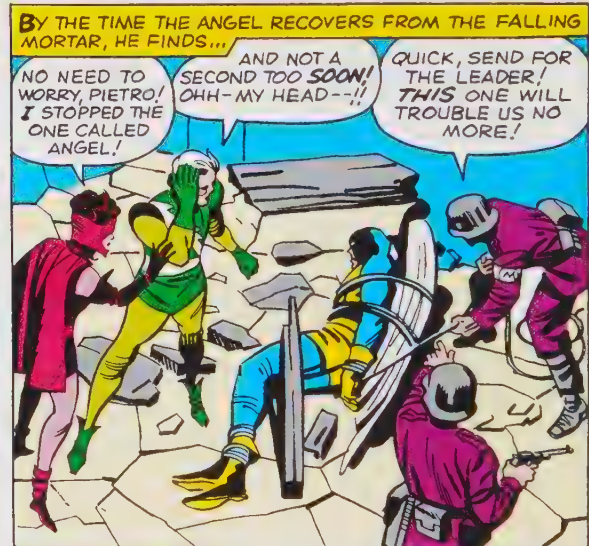
SAY! WHAT DO YOU THINK HE WAS TRYING TO DO TO ME, LADY?!!

WOW! WHAT A DISH!! IF SHE'S AN EVIL MUTANT, I WANT AN APPLICATION BLANK!



MAGNETO WAS RIGHT! YOU X-MEN WOULD DESTROY US IF YOU COULD! WELL, YOUR WINGS CANNOT SAVE YOU FROM THE HEX OF THE SCARLET WITCH!

WOW! SHE JUST POINTS HER FINGER, AND THE CEILING CAVES IN!:-UGH:-



BY THE TIME THE ANGEL RECOVERS FROM THE FALLING MORTAR, HE FINDS...

NO NEED TO WORRY, PIETRO! I STOPPED THE ONE CALLED ANGEL!

AND NOT A SECOND TOO SOON! OHH-MY HEAD--!!

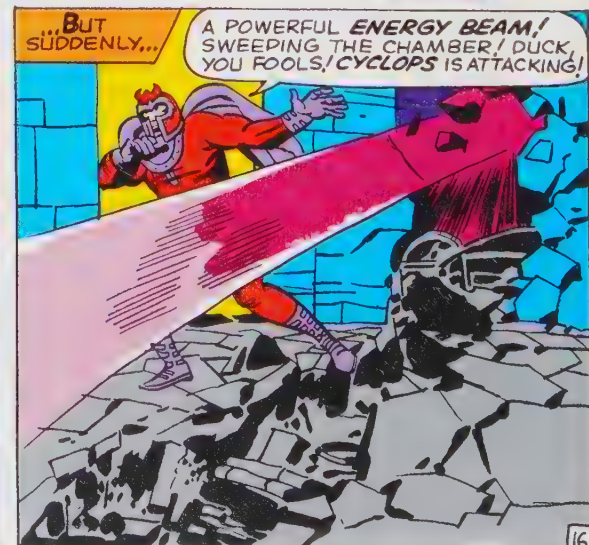
QUICK, SEND FOR THE LEADER! THIS ONE WILL TROUBLE US NO MORE!



AND, MINUTES LATER...

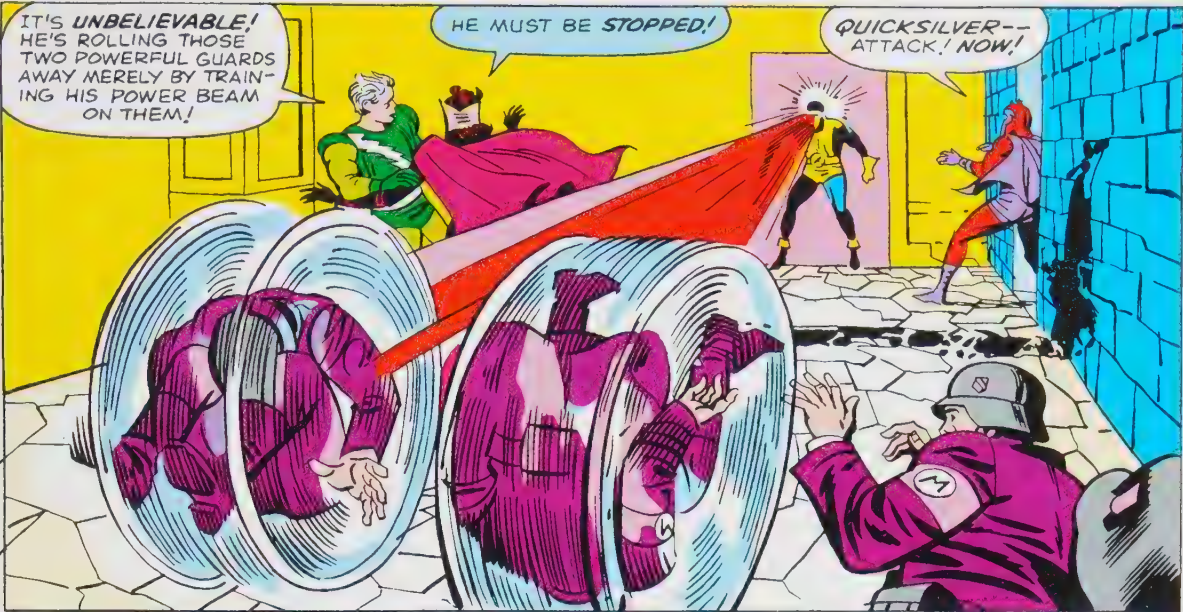
AHH, YOU GOT THE ONE WITH WINGS! GOOD! GOOD!

WE'LL GET THEM ONE AT A TIME UNTIL THE X-MEN ARE NO MORE!



...BUT SUDDENLY...

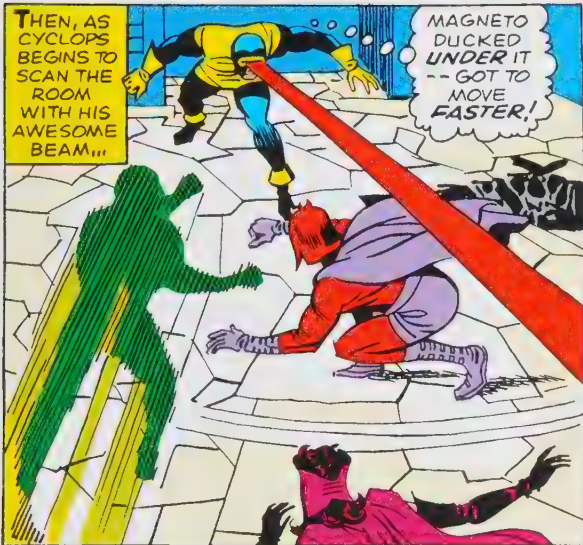
A POWERFUL ENERGY BEAM! SWEEPING THE CHAMBER! DUCK, YOU FOOLS! CYCLOPS IS ATTACKING!



IT'S **UNBELIEVABLE!** HE'S ROLLING THOSE TWO POWERFUL GUARDS AWAY MERELY BY TRAINING HIS POWER BEAM ON THEM!

HE MUST BE **STOPPED!**

**QUICKSILVER--
ATTACK! NOW!**



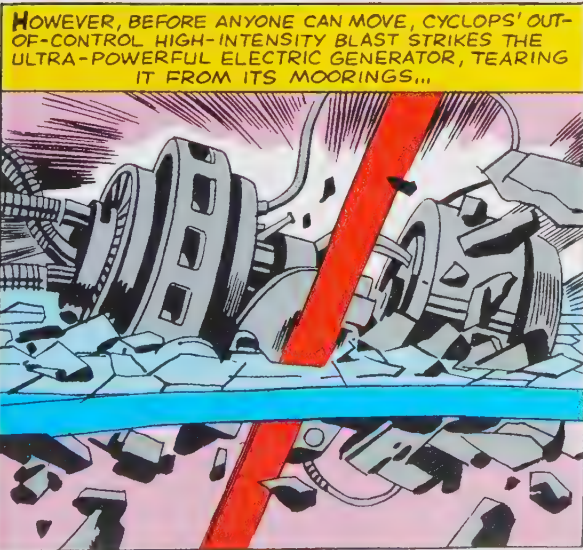
THEN, AS CYCLOPS BEGINS TO SCAN THE ROOM WITH HIS AWESOME BEAM...

MAGNETO **DUCKED UNDER IT** -- GOT TO MOVE **FASTER!**

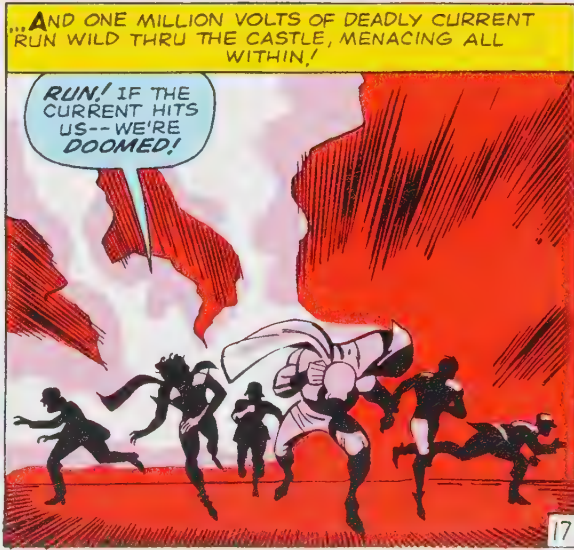


BUT NO X-MAN CAN MOVE FASTER THAN A MUTANT WHOSE OWN SUPER-HUMAN POWER IS SPEED ITSELF!

CAREFUL! HIS BEAM IS SWEEPING THE CEILING! OUR GENERATOR IS ABOVE US!

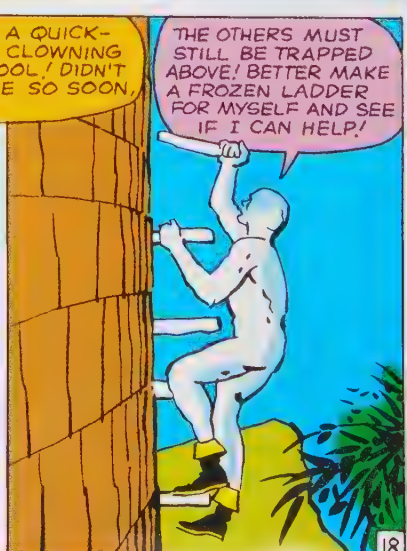
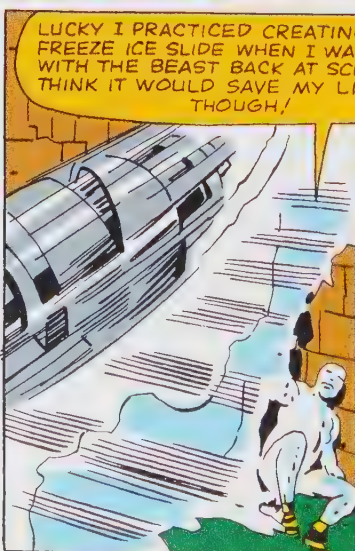
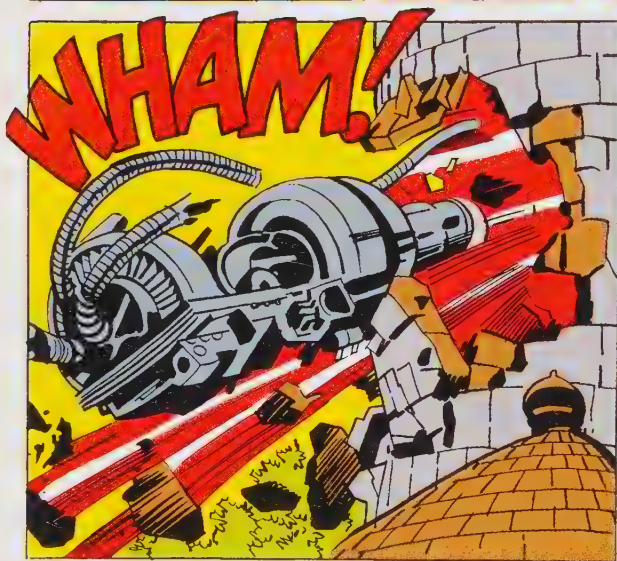


HOWEVER, BEFORE ANYONE CAN MOVE, CYCLOPS' OUT-OF-CONTROL HIGH-INTENSITY BLAST STRIKES THE ULTRA-POWERFUL ELECTRIC GENERATOR, TEARING IT FROM ITS MOORINGS...



AND ONE MILLION VOLTS OF DEADLY CURRENT RUN WILD THRU THE CASTLE, MENACING ALL WITHIN!

RUN! IF THE CURRENT HITS US--WE'RE DOOMED!



MINUTES LATER, AFTER UNTYING THE ANGEL...

THAT'S IT, BOBBY BOY! THE ICE IS REVIVING HIM!

HE'S COMING TO NOW! MAN, HE MUSTA USED *SOME* BLAST TO SEND THAT GENERATOR CLEAN THRU THE WALL!

OKAY--NOW LET'S FIND THE OTHERS! AND *ESPECIALLY* THAT RAT, MAGNETO!

MAYBE YOU BETTER TAKE IT EASY FOR A WHILE, CYCLOPS...

DON'T WORRY ABOUT *ME*, ICE-MAN! SAVE YOUR CONCERN FOR *QUICKSILVER*! HE'S GONNA *NEED* IT WHEN I CATCH HIM!

SUDDENLY, A WALL PLAQUE AND THE WEAPONS BENEATH IT BEGIN TO QUIVER STRANGELY...

AND THEN...

LOOK OUT, YOU GUYS! LOOK WHAT'S GOIN' ON!

DUCK, BOBBY! WE'RE IN THE LINE OF FIRE!

I HEAR YA TALKIN', PAL!

WEAPONS--FLYING THRU THE AIR AT US! IF I DIDN'T KNOW BETTER, I'D SUSPECT *MARVEL GIRL*--!

BUT, WARREN WORTHINGTON THE THIRD HAS HIT THE NAIL RIGHT ON THE HEAD, FOR...

LUCKY FOR ME YOU SAW ME FALLING AND LOWERED ME TO THE GROUND THRU TELEKINESIS, LITTLE FRIEND! BUT--WHAT ARE YOU DOING *NOW?*

OH, MY GOODNESS! I-I THOUGHT IT WAS *MAGNETO'S* MEN, COMING AFTER US!



I'M SORRY, BOYS! I DIDN'T REALIZE...

OKAY, GORGEOUS! NO HARM DONE! SAY-- WHERE'S THE PROF?

LAST I SAW, HE WAS OUTSIDE THE CASTLE! DON'T WORRY-- HE CAN TAKE CARE OF HIMSELF!

PERHAPS HE CAN, SCOTT-- BUT I'M BEGINNING TO HAVE DOUBTS ABOUT OUR ABILITY IN THAT DEPARTMENT!



SO FAR, WE'VE USED UP A LOT OF TIME AND ENERGY, AND ACCOMPLISHED NOTHING!

HANK'S RIGHT! WE DON'T EVEN KNOW WHERE MAGNETO RAN OFF TO!

HEY! SAVE THE PHILOSOPHY FOR LATER-- WE'RE IN THE SOUP AGAIN! LOOK WHAT'S COMIN'--!!



IT'S A RIVER OF BOILING OIL-- RUSHING RIGHT TOWARDS US! I HATE TO SOUND LIKE A WORRY WART, BUT--LET'S GET OUT OF HERE!



IF THAT HOT STUFF GETS ANY CLOSER TO ME, I'M GONNA BE AN ICELESS ICEMAN!

IT'S COMING TOO FAST-- WE CAN'T OUT-RUN IT! AND LOOK--THERE'S A STONE WALL UP AHEAD!



CAN'T USE MY ENERGY YET-- HAVEN'T FULLY REGAINED MY STRENGTH! WE'RE TRAPPED!

WE CAN'T END UP LIKE THIS! WE'VE GOT TO THINK OF SOMETHING! B-BUT WHAT??



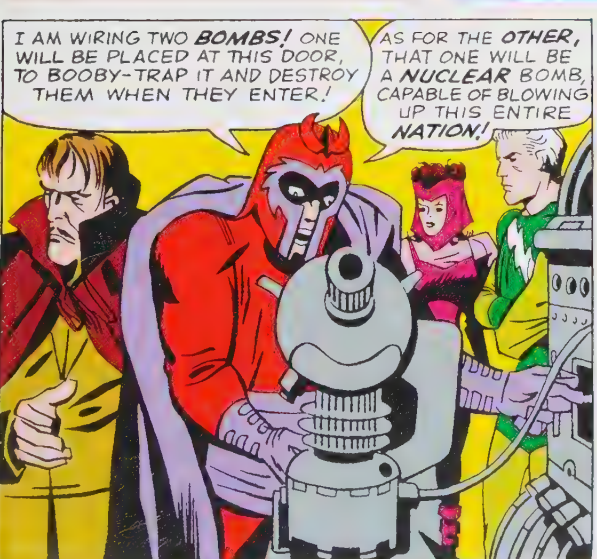
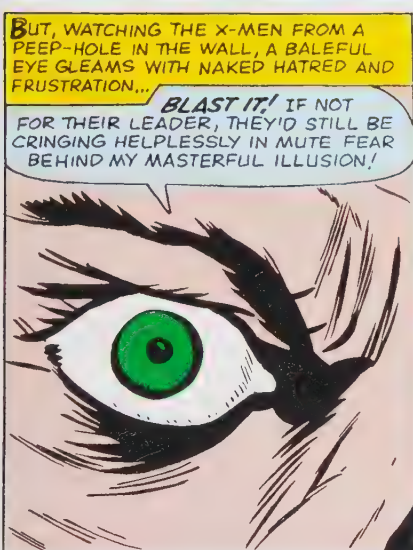
THE FLAMES HAVE STOPPED COMING CLOSER! WE'RE SAFE--FOR NOW! BUT WE'RE LOCKED IN-- CAN'T GET OUT CAN'T BREAK FREE!

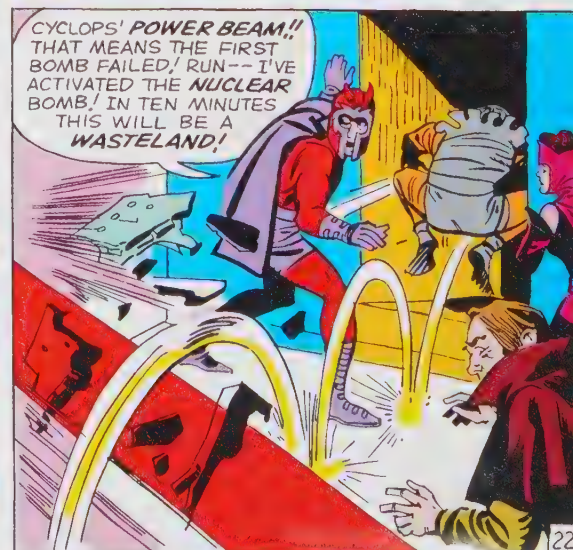


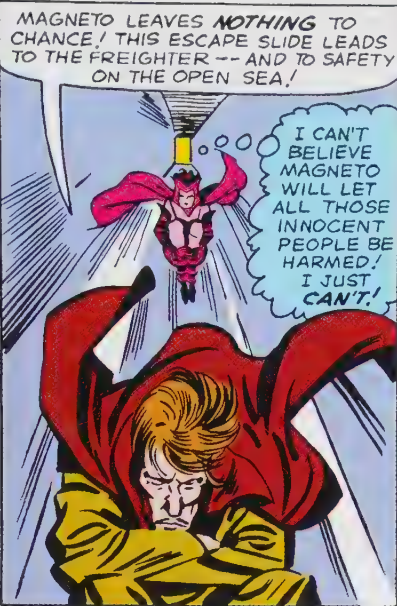
THEN, SUDDENLY, ASTONISHINGLY-- RIGHT IN THE MIST OF THE DEADLY FLAMES, THEY SEE --

DO NOT FEAR, MY X-MEN! THERE IS A WAY OUT!

PROFESSOR X!!!









MARVEL
COMICS
GROUP **12¢**

the X-MEN

APPROVED
BY THE
COMICS
CODE
AUTHORITY

5
MAY

**ACTION!! SURPRISES!
SUSPENSE!
ALL IN THE MAGNIFICENT
MARVEL MANNER!!**

SEE THE MOST UNUSUAL
TEEN-AGERS OF ALL TIME AT THEIR
FIGHTING BEST, WHEN THEY LEARN!

**"The ANGEL is
TRAPPED!"**



MAGNETO
and his
EVIL MUTANTS,
MORE DANGEROUS THAN EVER,
STRIKE AGAIN!

X-MEN
THE MOST UNUSUAL
TEEN-AGERS OF
ALL TIME!

"TRAPPED: ONE X-MAN!"

Featuring: **THE RETURN OF THE EVIL MUTANTS!**

LAST ISSUE, WHILE
BATTLING MAGNETO
AND HIS EVIL MUTANTS,
PROFESSOR XAVIER WAS
INJURED AND SEEMED
TO HAVE LOST HIS
GREAT MENTAL POWERS!
NOW, THE SADDENED
X-MEN RETURN TO
THEIR HEAD-
QUARTERS...

SPELL-BINDING
STORY BY:
STAN LEE

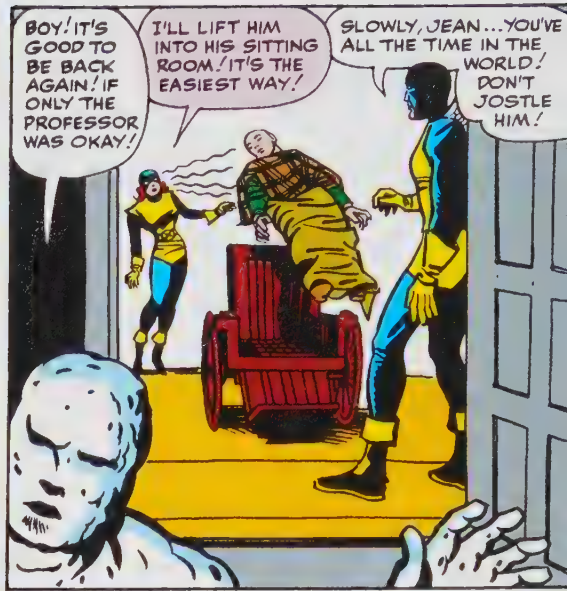
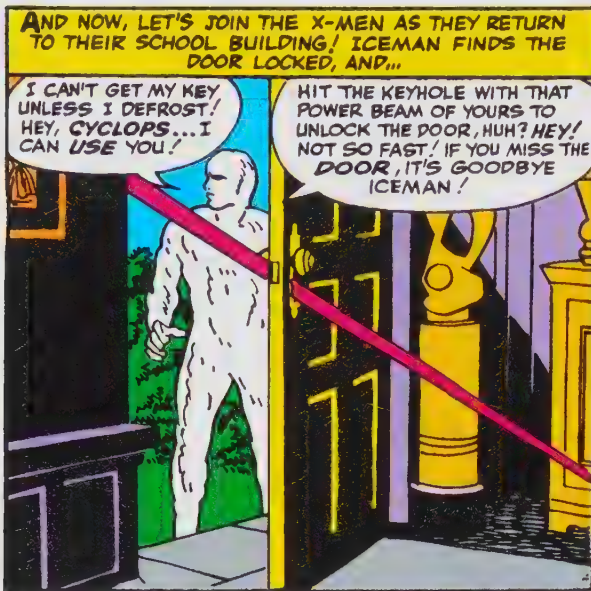
DAZZLING
DRAWING BY:
JACK KIRBY

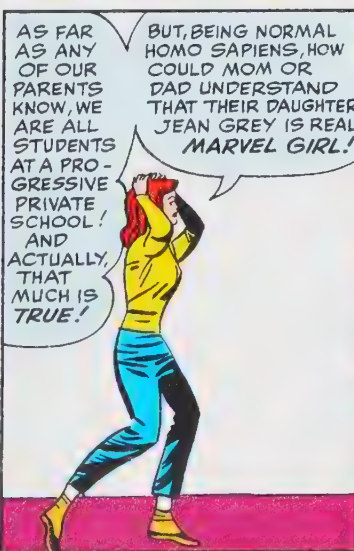
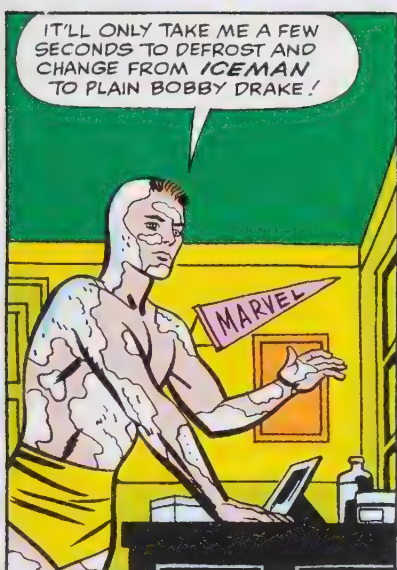
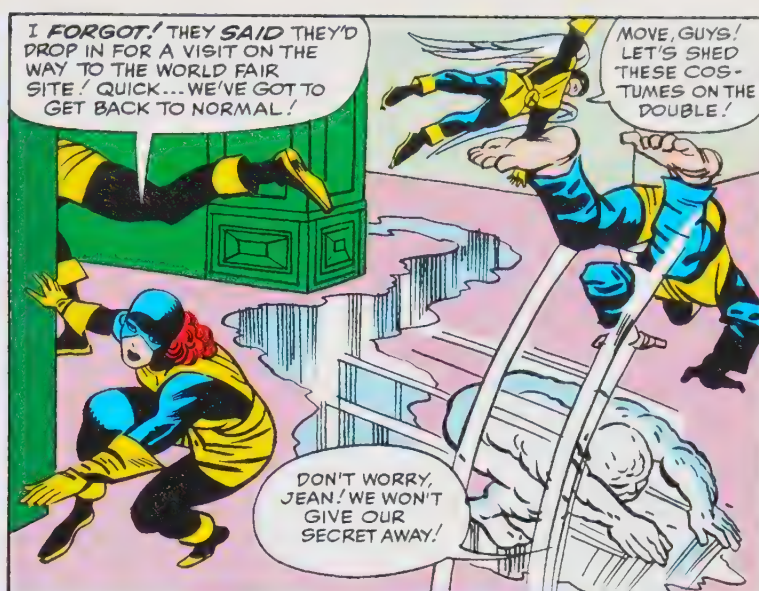
INKING: PAUL
REINMAN
LETTERING: S. ROSEN



NEVER HAVE YOU, THE READING
PUBLIC, BEEN SO INSTANTLY
FASCINATED BY A GROUP OF
SUPER-POWERFUL VILLAINS AS
LAST ISSUE, WHEN YOU MET
MAGNETO'S **EVIL MUTANTS!**
NOW, WE PRESENT THEM
AGAIN... MORE EXCITING, MORE
UNPREDICTABLE, MORE
DANGEROUS THAN EVER !!

X-668





MOMENTS LATER, AFTER INTRODUCING HER "FELLOW STUDENTS"...

A REAL PLEASURE MEETING YOU, MR. AND MRS. GREY! WE'RE SORRY PROFESSOR XAVIER CAN'T BE WITH US, BUT HE'S, EH, UNAVOIDABLY DETAINED!

I UNDERSTAND, MY BOY! I FEEL I KNOW YOU ALL SO WELL! THE PROFESSOR WRITES TO US EVERY WEEK, TELLING OF YOUR PROGRESS! HE IS CERTAINLY A WONDERFUL MAN!

WHEN HE FIRST ASKED IF JEAN COULD ATTEND OUR SCHOOL, WE WERE A BIT HESITANT! BUT THEN, WHEN WE WERE CONTACTED BY **WASHINGTON, D.C.**, RECOMMENDING YOUR COURSE SO HIGHLY, WE KNEW IT WAS THE BEST THING FOR OUR DAUGHTER!

I UNDERSTAND, MY BOY! I
FEEL I KNOW YOU ALL SO WELL!
THE PROFESSOR WRITES TO US
EVERY WEEK, TELLING OF YOUR
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RECOMMENDING YOUR
COURSE SO HIGHLY, WE
KNEW IT WAS THE
BEST THING FOR
OUR DAUGHTER!

AND WE WERE SO IMPRESSED TO LEARN THAT SOME OF YOUR COURSES ARE CLASSIFIED **TOP SECRET** BY THE GOVERNMENT!

OH, WHAT INTERESTING SUN-GLASSES! I'VE NEVER **SEEN** THAT TYPE...

NO! DON'T TOUCH THEM!!
I-I'M SORRY, MA'AM... IT'S JUST THAT I HAVE A SLIGHT EYE INFECTION. I'M SURE YOU UNDERSTAND!

NO! DON'T TOUCH THEM!!
I-I'M SORRY, MA'AM...IT'S JUST THAT I HAVE A SLIGHT EYE INFECTION. I'M SURE YOU UNDERSTAND!

MUST CHANGE THE SUBJECT QUICKLY, LEST WE AROUSE THEIR SUSPICIONS!

WE'D ENJOY SHOWING YOU
OUR BUILDING, MR. AND MRS.
GREY. THIS IS OUR GYM.
WE'RE GETTING NEW EQUIP-
MENT NEXT WEEK!

OH, I
WONDERED WHY
IT WAS SO EMPTY!

CLEVER OF HANK! HE COULDN'T VERY WELL ADMIT THAT THIS IS OUR **DANGER ROOM**, WHERE WE TRAIN!

AND NOW, IF YOU'D LIKE TO SEE OUR LUNCHROOM, AND STUDY HALL ...

WAIT!!
DON'T SHUT THAT DOOR!

TOO LATE!
THEY FORGOT
ABOUT ME!
THE DOOR'S
TIME LOCK
HAS ME
TRAPPED
INSIDE!

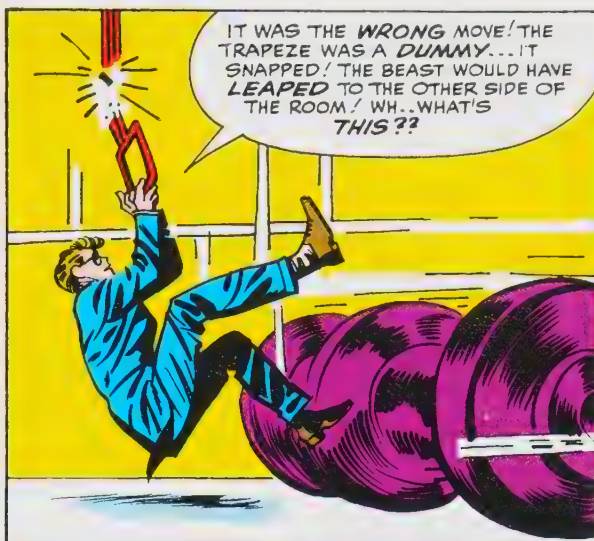
BUT THE "DANGER APPARATUS" IS SET ON AUTOMATIC! THAT MEANS THE TESTING DEVICES WILL BEGIN TO OPERATE ANY SECOND!

THEY'VE **STARTED!** IT WAS THE **BEAST'S** TRAINING PERIOD NEXT! THESE ARE **HIS** SPECIAL SURVIVAL PROBLEMS! CAN **I** HANDLE THEM?

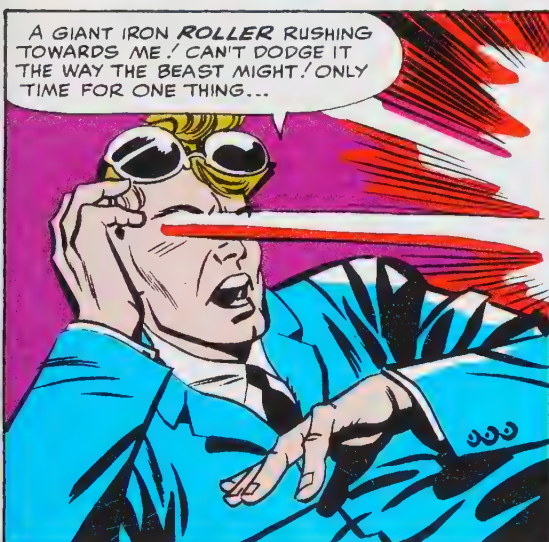


THE FLOOR JUST SNAPPED UP...TO TEST THE BEAST'S AGILITY!

GRABBING THIS TRAPEZE MAY SAVE ME!



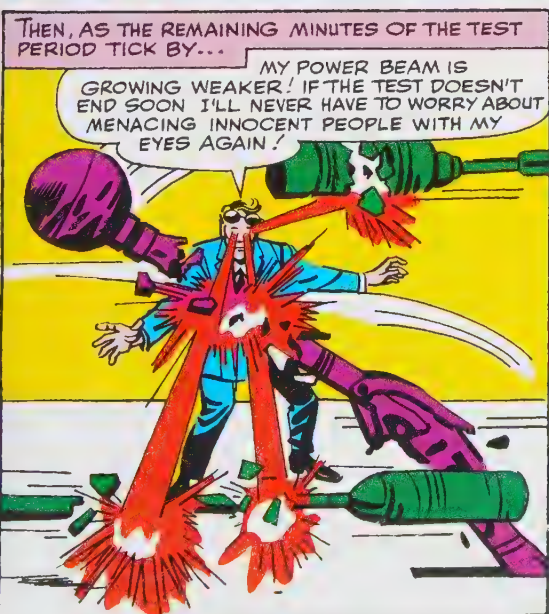
IT WAS THE *WRONG* MOVE! THE TRAPEZE WAS A *DUMMY*...IT SNAPPED! THE BEAST WOULD HAVE *LEAPED* TO THE OTHER SIDE OF THE ROOM! WH...WHAT'S *THIS*??



A GIANT IRON *ROLLER* RUSHING TOWARDS ME! CAN'T DODGE IT THE WAY THE BEAST MIGHT! ONLY TIME FOR ONE THING...

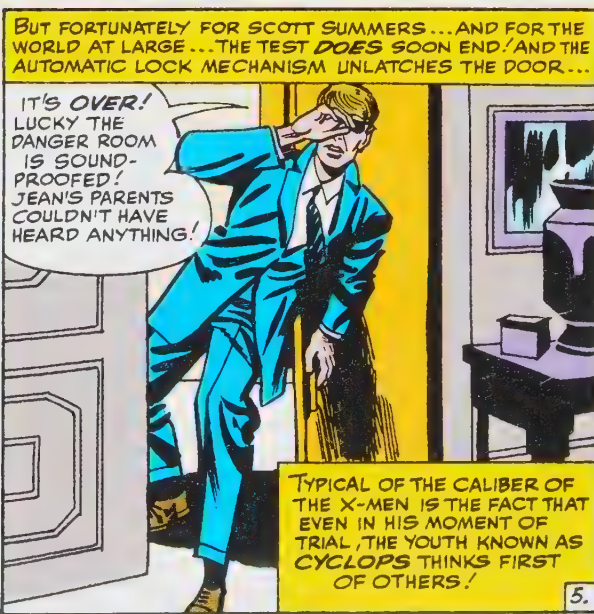


HATE TO DESTROY THAT EXPENSIVE PIECE OF APPARATUS WITH MY POWER BEAM... BUT I HAD NO OTHER CHOICE! *NONE* OF US ARE AS QUICK ON OUR FEET AS THE BEAST!



THEN, AS THE REMAINING MINUTES OF THE TEST PERIOD TICK BY...

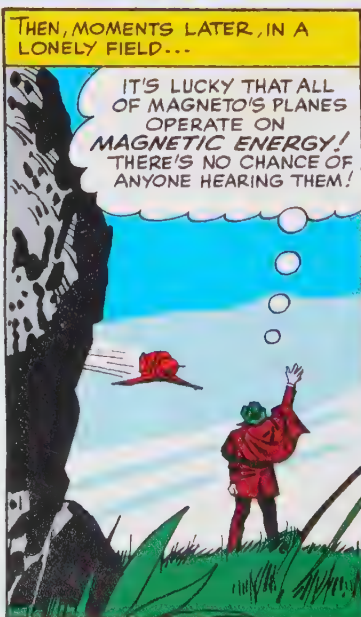
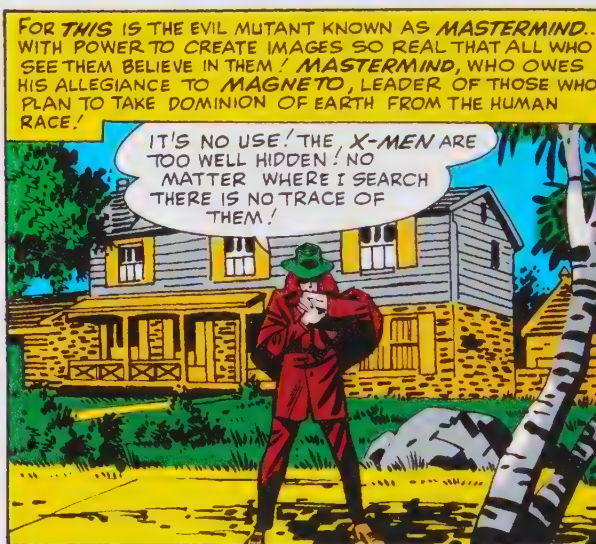
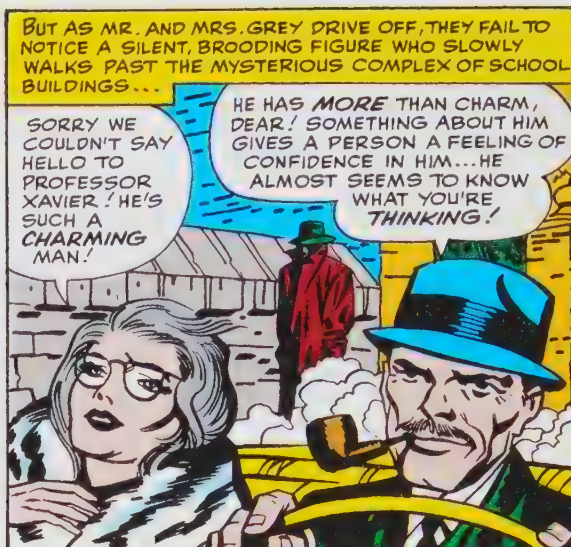
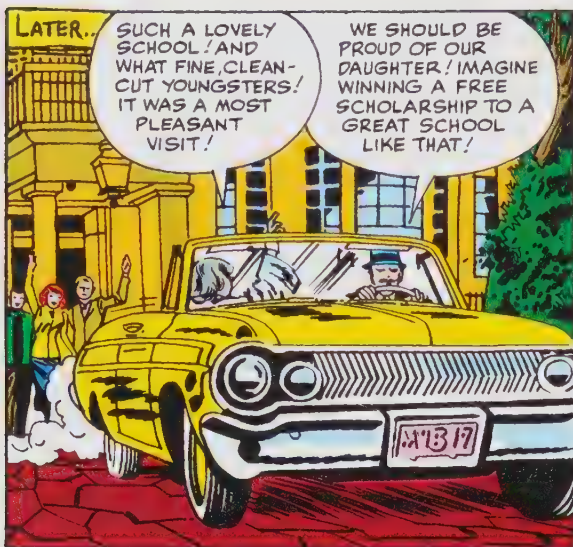
MY POWER BEAM IS GROWING WEAKER! IF THE TEST DOESN'T END SOON I'LL NEVER HAVE TO WORRY ABOUT MENACING INNOCENT PEOPLE WITH MY EYES AGAIN!



BUT FORTUNATELY FOR SCOTT SUMMERS...AND FOR THE WORLD AT LARGE...THE TEST *DOES* SOON END! AND THE AUTOMATIC LOCK MECHANISM UNLATCHES THE DOOR...

IT'S *OVER*! LUCKY THE DANGER ROOM IS SOUND-PROOFED! JEAN'S PARENTS COULDN'T HAVE HEARD ANYTHING!

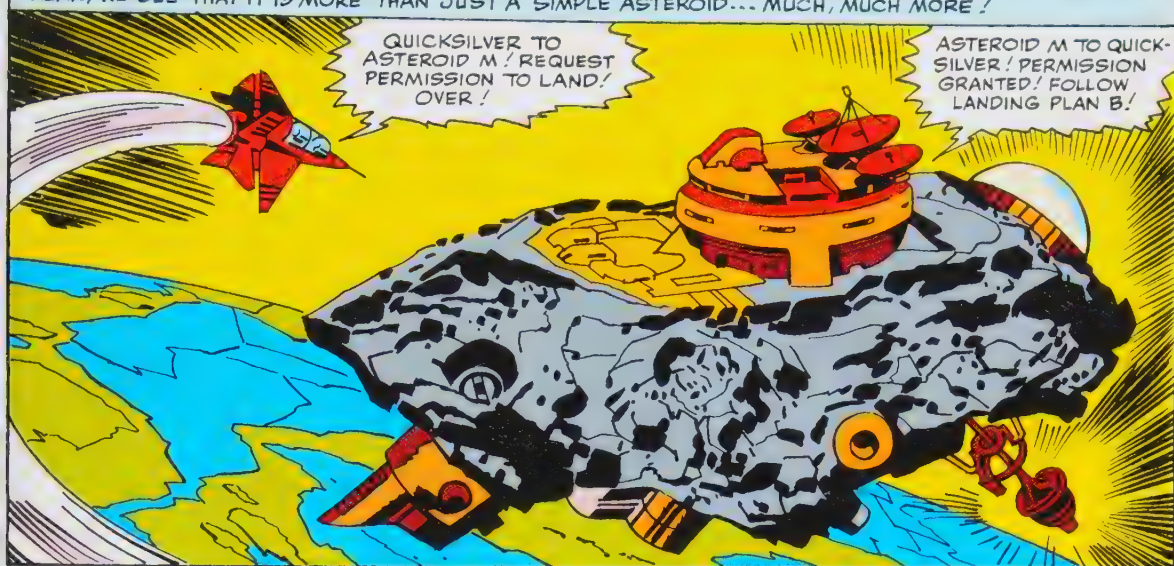
TYPICAL OF THE CALIBER OF THE X-MEN IS THE FACT THAT EVEN IN HIS MOMENT OF TRIAL, THE YOUTH KNOWN AS *CYCLOPS* THINKS FIRST OF OTHERS!



MINUTES LATER, THE SILENT SHIP REACHES A JAGGED ASTEROID, CIRCLING THE EARTH! BUT, UPON DRAWING NEAR, WE SEE THAT IT IS MORE THAN JUST A SIMPLE ASTEROID... MUCH, MUCH MORE!

QUICKSILVER TO
ASTEROID M: REQUEST
PERMISSION TO LAND!
OVER!

ASTEROID M TO QUICK-
SILVER: PERMISSION
GRANTED! FOLLOW
LANDING PLAN B!



WITHIN SECONDS, TWO DRAMATIC FIGURES STEP THROUGH THE AIR-LOCK...

THEY'RE HERE,
MAGNETO! I'LL GO
AND WELCOME
THEM!



LOOK
OUT!
IT'S THAT
BRAINLESS
TOAD!

DID YOU FIND THEM?
DID YOU DESTROY THE
X-MEN? TELL ME,
TELL ME!!



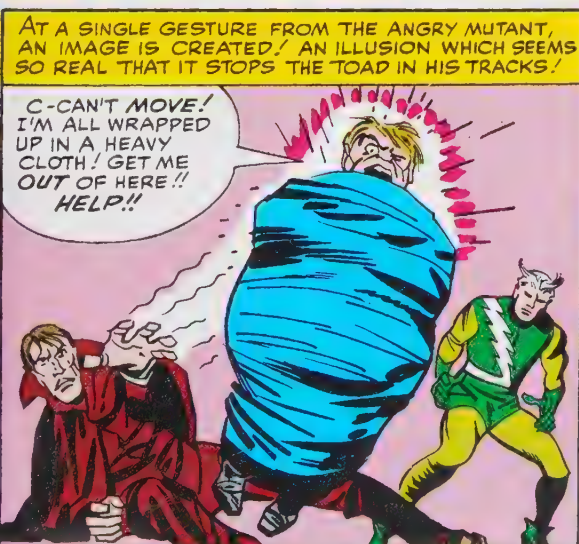
MOVING AT DAZZLING SPEED, THE
MUTANT CALLED QUICKSILVER
EASILY AVOIDS THE TOAD'S UN-
ORTHODOX "GREETING", BUT
THE SLOWER-MOVING MASTER-
MIND IS NOT SO FORTUNATE!

BLAST THAT
UNBEARABLE
FREAK! HE'LL
PAY FOR
THIS!



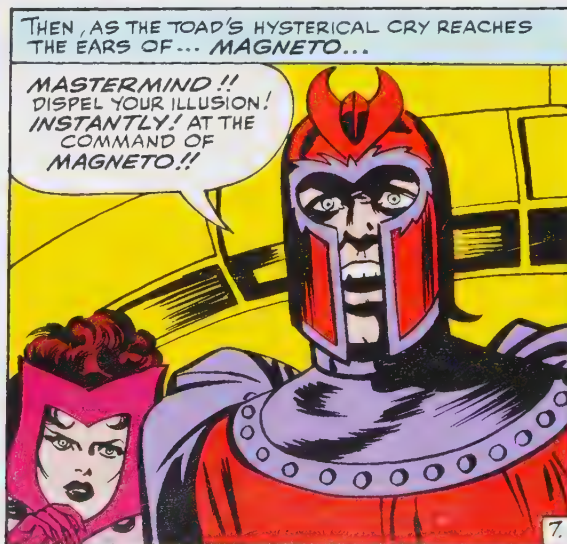
AT A SINGLE GESTURE FROM THE ANGRY MUTANT, AN IMAGE IS CREATED! AN ILLUSION WHICH SEEMS SO REAL THAT IT STOPS THE TOAD IN HIS TRACKS!

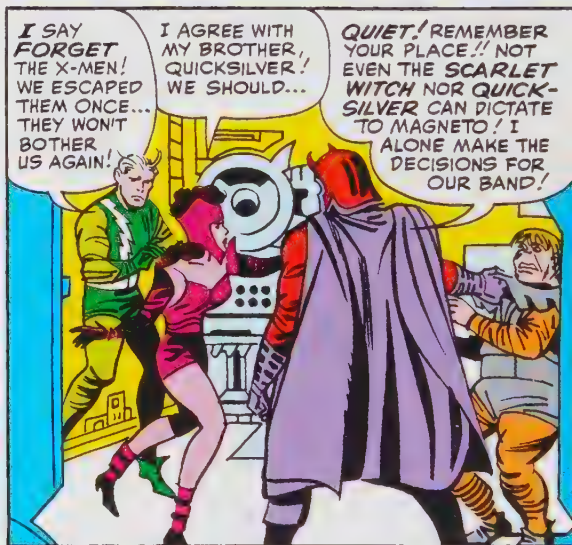
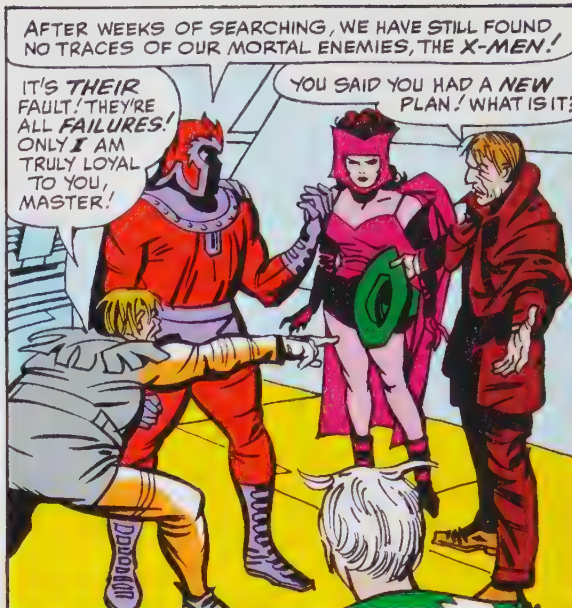
C-CAN'T MOVE!
I'M ALL WRAPPED
UP IN A HEAVY
CLOTH! GET ME
OUT OF HERE!!
HELP!!



THEN, AS THE TOAD'S HYSTERICAL CRY REACHES THE EARS OF... MAGNETO...

MASTERMIND!!
DISPEL YOUR ILLUSION!
INSTANTLY! AT THE
COMMAND OF
MAGNETO!!

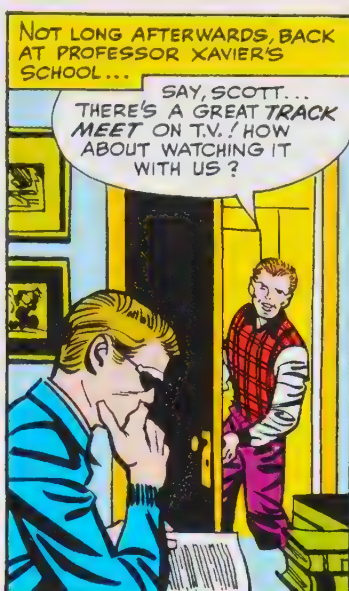






OF COURSE I'LL TELL YOU! AND IF YOU FAIL...IF YOU MAKE ONE CARELESS MISTAKE...YOU'LL FACE THE WRATH OF **MAGNETO**, MOST POWERFUL OF ALL THE MUTANTS!

NEVER FORGET THAT...ANY OF YOU!!



NOT LONG AFTERWARDS, BACK AT PROFESSOR XAVIER'S SCHOOL...

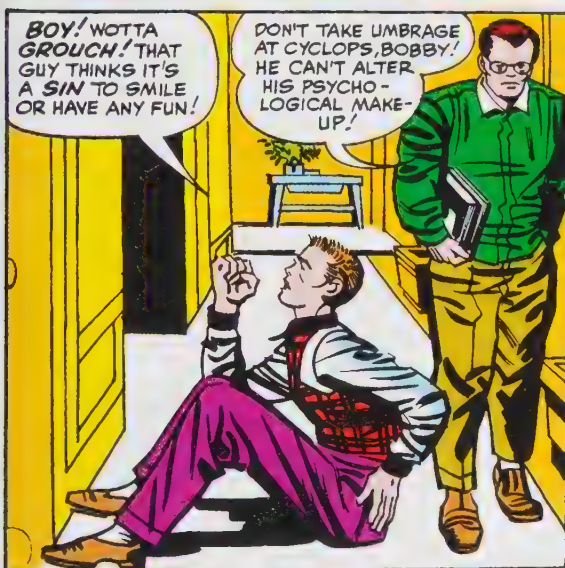
SAY, SCOTT... THERE'S A GREAT **TRACK MEET** ON T.V.! HOW ABOUT WATCHING IT WITH US?



TRACK MEET! PROFESSOR X HAS LOST HIS POWERS! WE DON'T KNOW WHEN THE EVIL MUTANTS WILL STRIKE NEXT! AND ALL YOU HAVE ON YOUR JUVENILE MIND IS A **TRACK MEET**!?

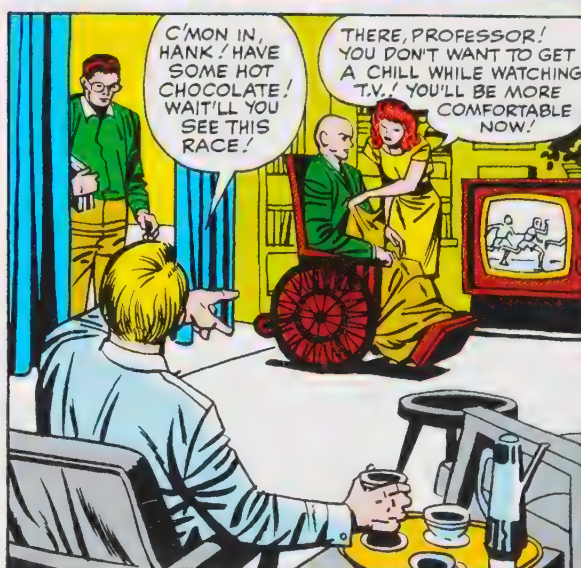
OKAY! OKAY! I CAN TAKE A HINT!

AND **DON'T COME BACK** UNTIL YOU GROW UP!!



BOY! WOTTA GROUCH! THAT GUY THINKS IT'S A **SIN** TO SMILE OR HAVE ANY FUN!

DON'T TAKE UMBRAGE AT CYCLOPS, BOBBY! HE CAN'T ALTER HIS **PSYCHO-LOGICAL MAKE-UP!**



C'MON IN, HANK! HAVE SOME HOT CHOCOLATE! WAIT'LL YOU SEE THIS RACE!

THERE, PROFESSOR! YOU DON'T WANT TO GET A CHILL WHILE WATCHING T.V.! YOU'LL BE MORE COMFORTABLE NOW!



POOR PROFESSOR X! HOW LAMENTABLE THAT HIS ONCE SUPER-BRILLIANT BRAIN IS NOW MERELY THAT OF A NORMAL HUMAN'S!

LOOK! THERE'S THE FELLA I WANTED YOU TO SEE! HE'S BRINGING UP THE REAR! DON'T TAKE YOUR EYES OFF HIM!



WHAT'S SO **SPECIAL** ABOUT HIM? HE'S THE SLOWEST ONE OF ALL! HE RUNS **TERRIBLY!**

IT'S NOT HIS **RUNNING** THAT'S IMPORTANT! KEEP WATCHING...YOU'LL SEE WHAT I MEAN ANY SECOND NOW!

THERE!! THERE HE GOES!! LOOK AT THAT!! DID YOU EVER SEE ANYTHING LIKE IT?? HE'S BEEN WINNING EVERY EVENT BY HOPPING OVER THE OTHERS!



A FEW MINUTES LATER...

YOU'RE RIGHT, WARREN! IT'S UNCANNY! NO NORMAL PERSON COULD MAKE A LEAP LIKE THAT!!

LOOK AT THE CROWD! THEY CAN'T BELIEVE THEIR EYES! EVEN THE PEOPLE ON THE FIELD ARE INCREDULOUS!



HE'S COMPETING IN EVERY EVENT! WOW!! A BROADJUMP LIKE THAT WILL MORE THAN DOUBLE THE WORLD RECORD!



OKAY...TELL ME! ARE YOU THINKING WHAT I'M THINKING??

OF COURSE! THERE'S NO OTHER ANSWER! HE'S A MUTANT... LIKE WE ARE! HE HAS TO BE!



AND LOOK AT THE CROWD! THEY'RE LIVID WITH RAGE! JUST LIKE PROFESSOR X ALWAYS WARNED US... NORMAL HUMANS FEAR AND DISTRUST ANYONE WITH SUPER-MUTANT POWERS!

THEY'RE CALLING HIM "FAKE"! THEY FEEL IT MUST BE A TRICK OF SOME SORT...THEY WANT TO BELIEVE THAT... IT MAKES THEM FEEL LESS INFERIOR!

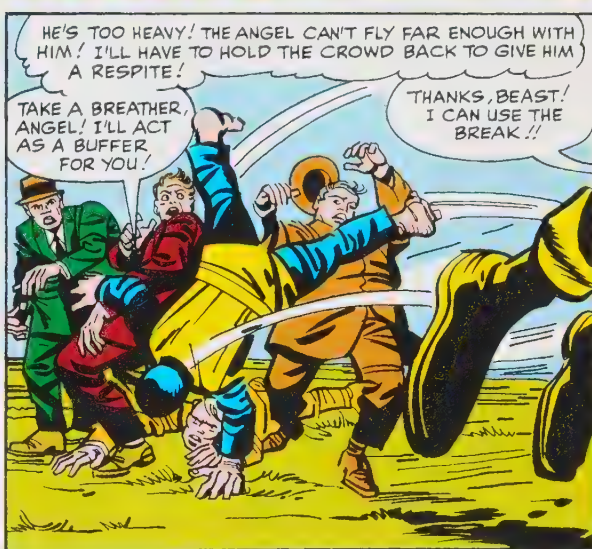


WE CAN'T JUST LEAVE HIM THERE TO FACE THE WRATH OF THE MOB ALONE! SHUT OFF THE SET! LET'S MOVE!

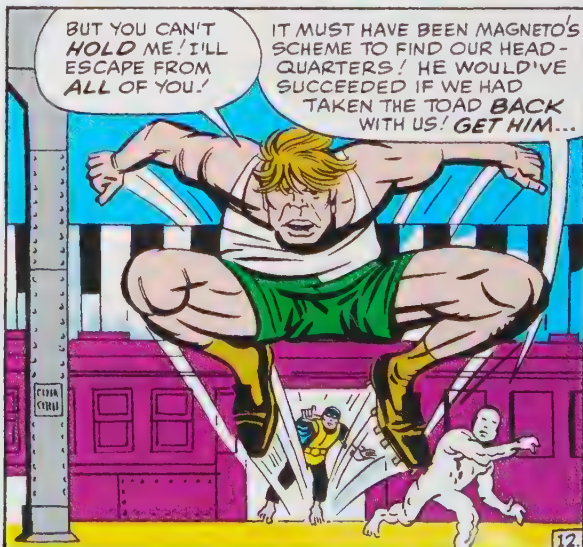
HANK'S RIGHT! IF HE'S A FELLOW MUTANT, WE'VE GOT TO HELP HIM!

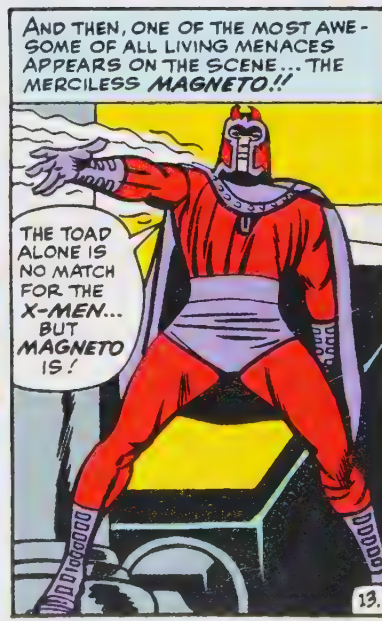
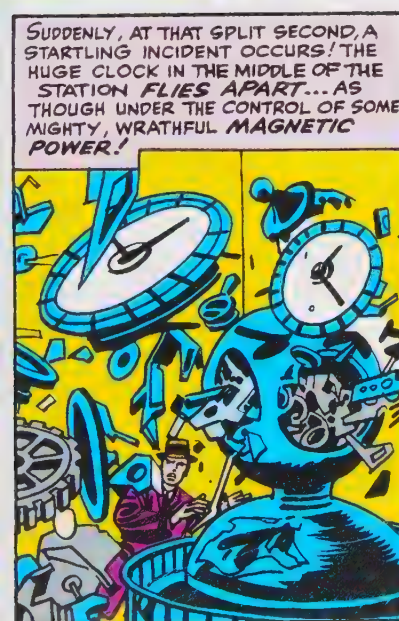
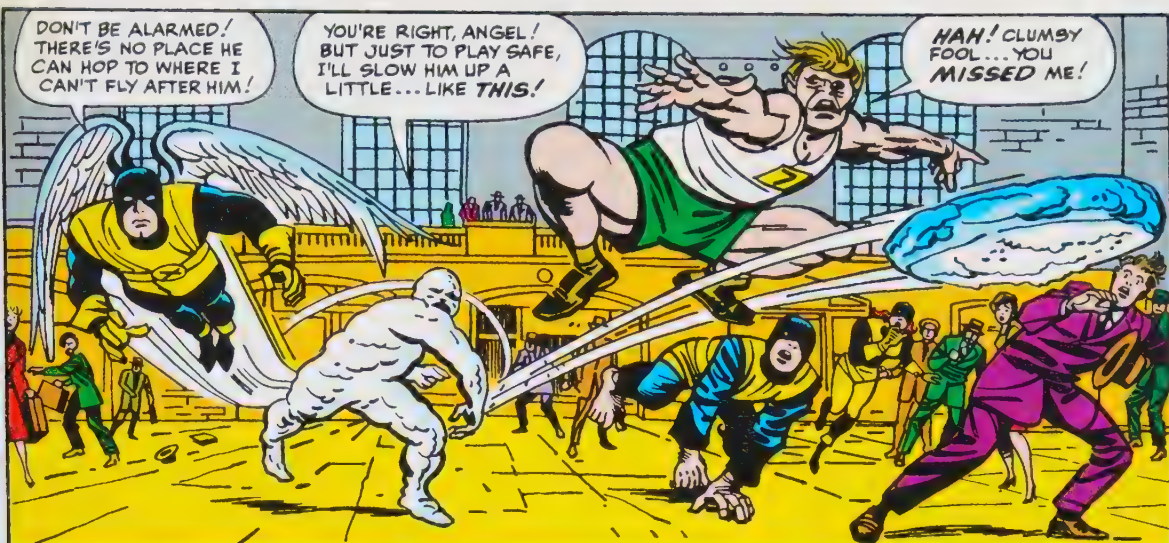
WE'VE GOT TO HELP ANYONE WHO'S IN TROUBLE! THAT'S OUR OATH!





SEEING THE STRANGE, COLORFUL FIGURES RACING TOWARDS THEM, THE CROWD FALLS BACK FOR A MOMENT IN SHOCK, GIVING THE X-MEN AND THEIR FELLOW MUTANT A CHANCE TO GET CLEAR...

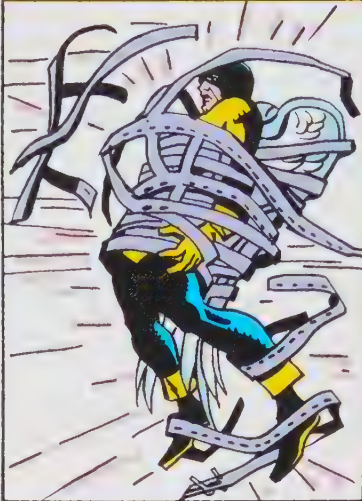




AT A GESTURE FROM THE EVIL MUTANTS, ONE OF THE HEAVY IRON TRAIN GATES RISES ABOVE THE SPEECHLESS CROWD...



... AND RACES THROUGH THE AIR, TRAPPING THE ANGEL WITHIN A QUICKLY-FORMED IRON CAGE!

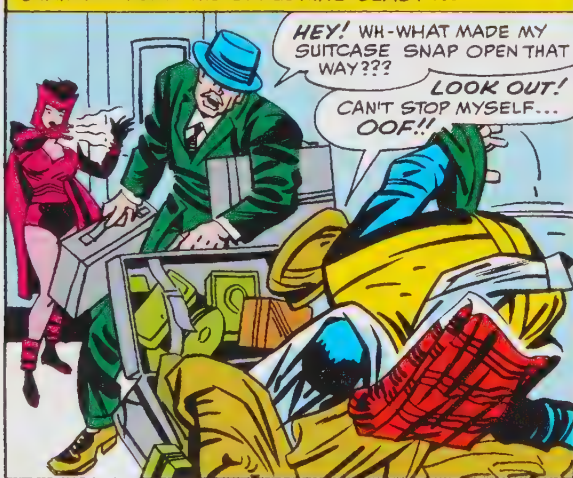


HOLD ONTO THE TOAD, CYCLOPS! I'LL GET UNDER THE ANGEL AND TRY TO WREST THOSE IRON BARS FROM HIM WHEN HE FALLS!

BE CAREFUL, BEAST! ONLY MAGNETO COULD BE RESPONSIBLE FOR ALL THIS ...AND WE'VE NEVER FOUGHT HIM BEFORE WITH- OUT THE HELP OF PROFESSOR X!!



BUT, THERE ARE STILL MORE EVIL MUTANTS TO CON- TEND WITH... SUCH AS THE SCARLET WITCH, WHO DIRECTS HER INCREDIBLE HEX POWER AT A MAN STANDING NEAR THE ONRUSHING BEAST...



HEY! WH-WHAT MADE MY SUITCASE SNAP OPEN THAT WAY???

LOOK OUT! CAN'T STOP MYSELF... OOF!!

MEANTIME, MASTERMIND HAS CHOSEN THE ICEMAN AS HIS SPECIAL TARGET...

HOLY SMOKE... A DOZEN MASTERMINDS SURROUND- ING ME! IT MUST BE AN ILLUSION! BUT HOW DO I KNOW WHICH ONE IS REAL??



WELL, THERE'S ONE WAY TO FIND OUT! I'LL MAKE MYSELF AN ICE CLUB... TAKE A SWING, AND SEE WHO FALLS!!!



BUT, BEFORE THE ICEMAN CAN COMPLETE HIS ATTACK, HE IS ENGULFED BY A CLINGING CLOUD WHICH SEEMS TO STIFLE HIS MOVEMENTS...

EVEN THOUGH I KNOW IT'S ANOTHER ILLUSION, IT'S BLINDING ME JUST AS MUCH AS IF IT WERE REAL!



BUT THEN, MARVEL GIRL DRAMATICALLY ENTERS THE FRAY...

I'LL KEEP YOU SO BUSY THAT YOU WON'T HAVE TIME FOR ANY MORE ILLUSIONS, MASTER- MIND!

NO!! DON'T LET ME FALL!



BUT THEN, THINGS HAPPEN WITH DAZZLING SPEED! THE LIGHTNING-SWIFT **QUICKSILVER** ATTACKS **CYCLOPS** FROM BEHIND, FREEING THE **TOAD**! SHOCKED, **MARVEL GIRL** TURNS AWAY FROM **MASTERMIND** TO COME TO **CYCLOPS**' AID...



RUN, TOAD!
I'LL HANDLE
CYCLOPS!!

OH, NO! I MUSTN'T
LET CYCLOPS BE
INJURED!!

HAH! I'M
SAFELY
FREE OF THE
OF THE GIRL'S
POWER!

BUT **CYCLOPS** IS FAR LESS HELPLESS THAN IT WOULD APPEAR...



DON'T WORRY
ABOUT ME, MARVEL GIRL! I'M NOT
LETTING GO OF THE TOAD! AND
QUICKSILVER WON'T HANG AROUND
WHEN I AIM MY **POWER BEAM** HIS
WAY!

KEEP YOUR EYE
ON HIM! WATCH
WHERE HE RUNS!

**BLAST
IT!** I
DIDN'T
REALIZE HE
COULD USE
HIS POWER
BEAM WHILE I
WAS HOLDING
HIS ARMS! I'VE
GOT TO GET
OUT OF RANGE!



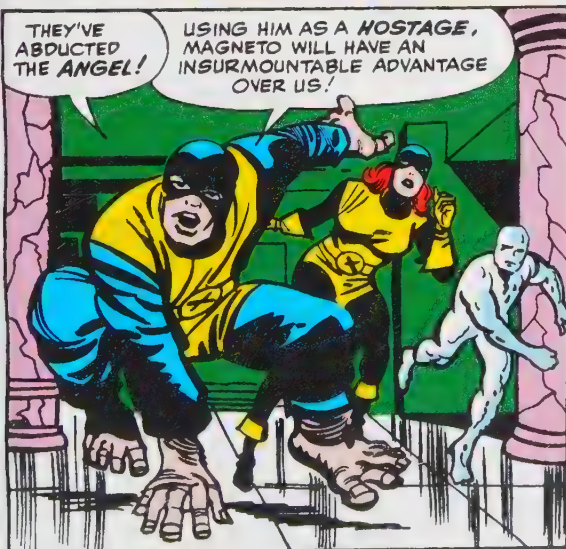
ONLY MY GREAT
SPEED IS SAVING ME
FROM THOSE POWER-
FUL BLASTS! ANY
ONE OF THEM
COULD PUT ME OUT
OF THE FIGHT!!

HOWEVER, WHILE THE **X-MEN** WORRY ABOUT THE SAFETY OF EACH OF THEIR MEMBERS, THINGS ARE QUITE DIFFERENT AMONG **MAGNETO'S EVIL MUTANTS**!!



FORGET THE TOAD! RUN!
WE HAVE THE
ANGEL! I'LL SWAP
HIM FOR THAT HIGH-
JUMPING
FOOL
ANY
DAY!

QUICKSILVER!
HURRY...
FOLLOW US!



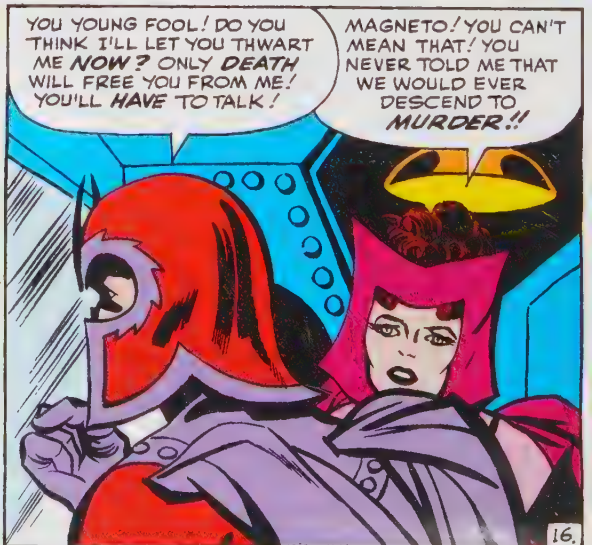
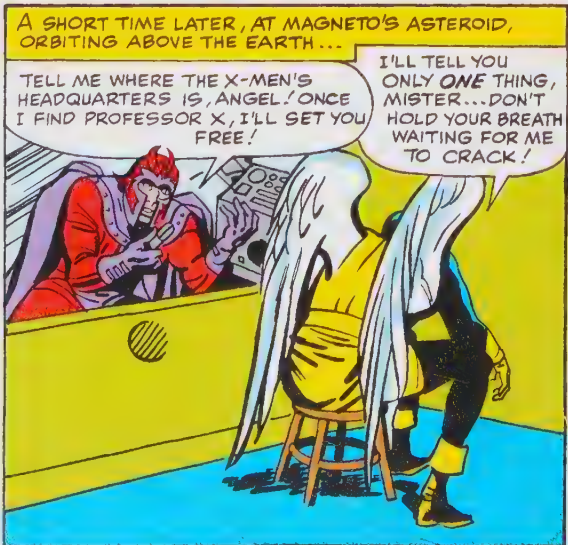
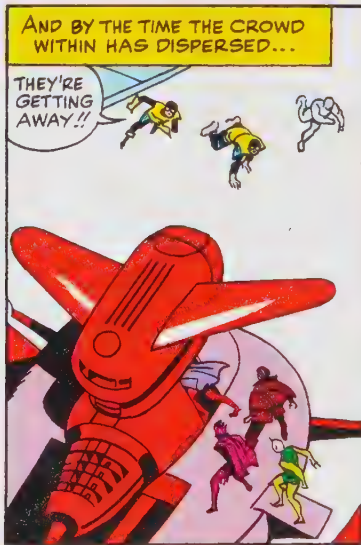
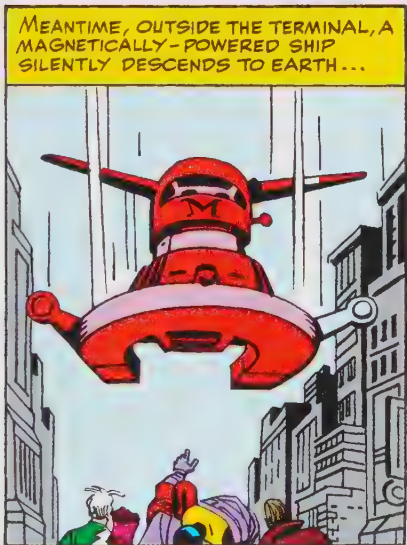
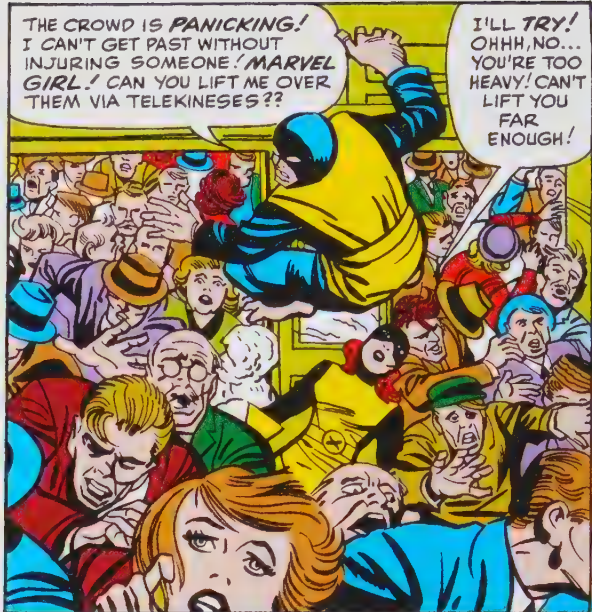
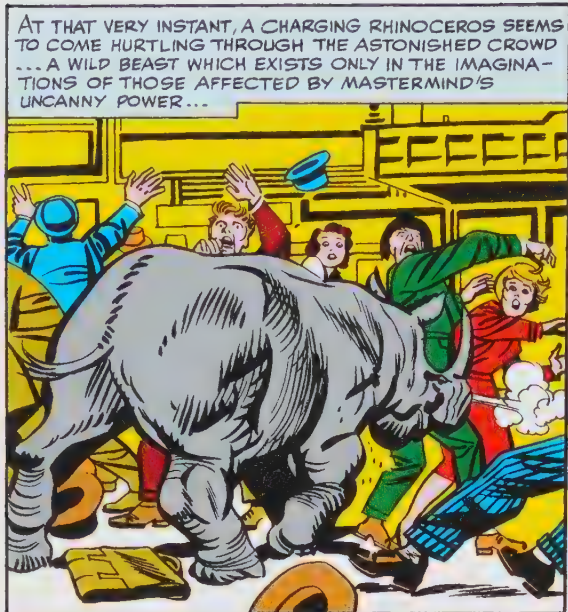
THEY'VE
ABDUCTED
THE **ANGEL**!

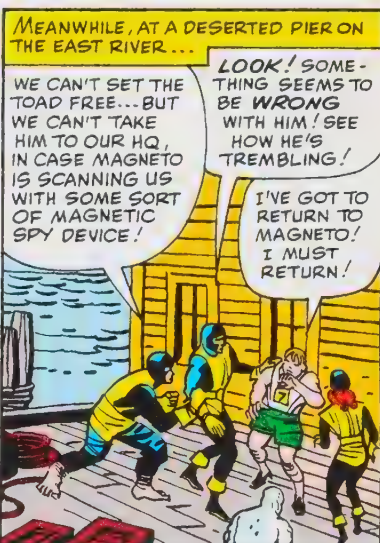
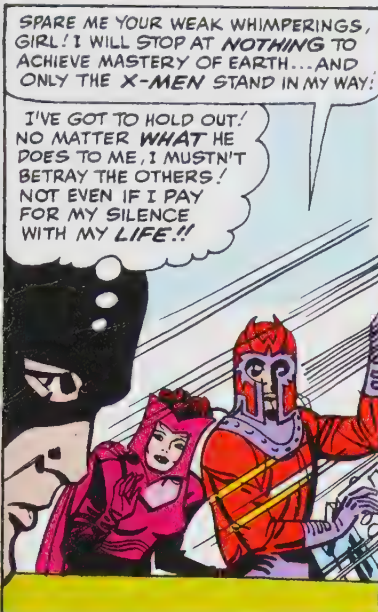
USING HIM AS A **HOSTAGE**,
MAGNETO WILL HAVE AN
INSURMOUNTABLE ADVANTAGE
OVER US!



THE **BEAST**
IS GAINING ON
US! QUICK,
MASTERMIND...
WE NEED AN
ILLUSION!

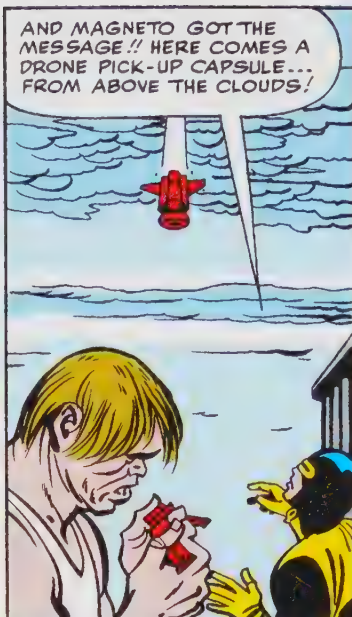
HE'LL NEVER REACH US!
I'LL STOP HIM WITH...
THIS ...



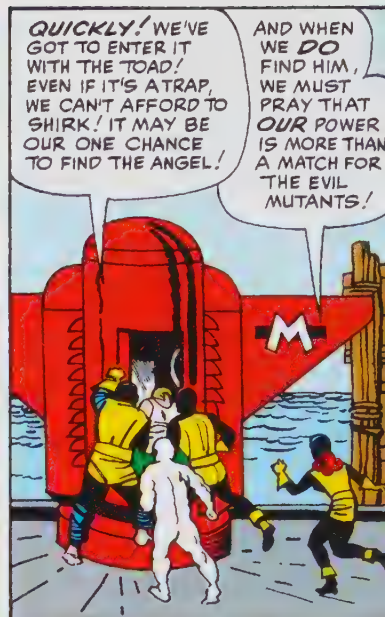




LOOK! HE HAD A HIDDEN MAGNETIC COMMUNICATOR UNDER HIS SOCK! HE'S CONTACTING MAGNETO WITH IT!!



AND MAGNETO GOT THE MESSAGE!! HERE COMES A DRONE PICK-UP CAPSULE... FROM ABOVE THE CLOUDS!

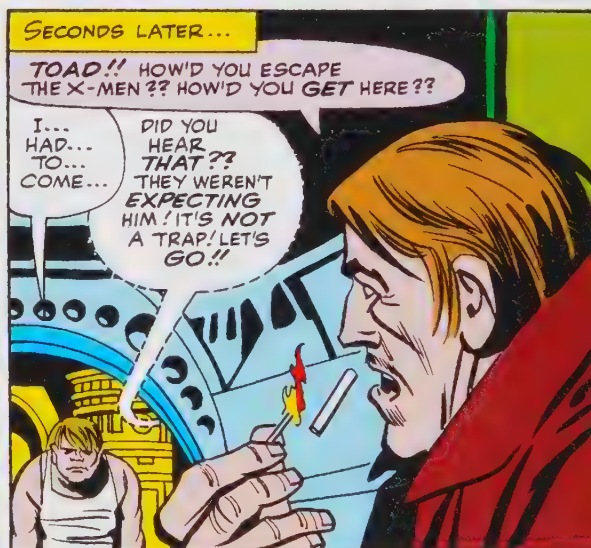


QUICKLY! WE'VE GOT TO ENTER IT WITH THE TOAD! EVEN IF IT'S A TRAP, WE CAN'T AFFORD TO SHIRK! IT MAY BE OUR ONE CHANCE TO FIND THE ANGEL!

AND WHEN WE DO FIND HIM, WE MUST PRAY THAT OUR POWER IS MORE THAN A MATCH FOR THE EVIL MUTANTS!



THERE'S MAGNETO'S HIDEOUT!! THAT ASTEROID ABOVE US!! THE CAPSULE IS BEING DRAWN TO AN OPENING BY A BAND OF MAGNETIC FORCE!!

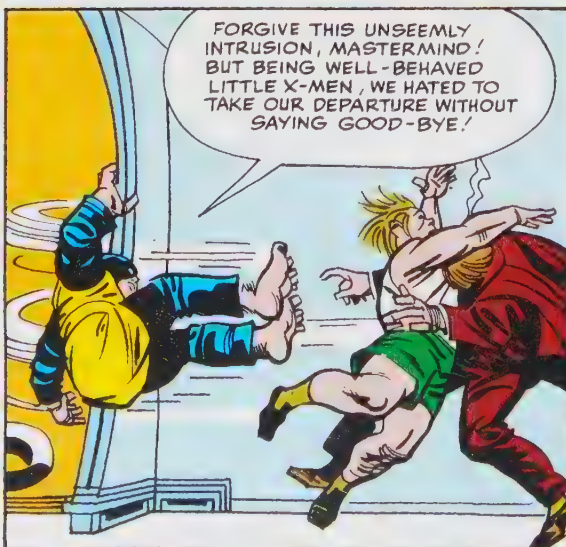


SECONDS LATER...

TOAD!! HOW'D YOU ESCAPE THE X-MEN?? HOW'D YOU GET HERE??

I... HAD... TO... COME...

DID YOU HEAR THAT?? THEY WEREN'T EXPECTING HIM! IT'S NOT A TRAP! LET'S GO!!



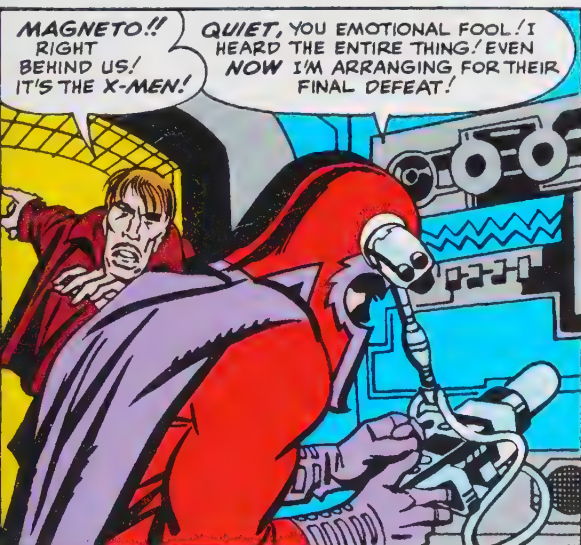
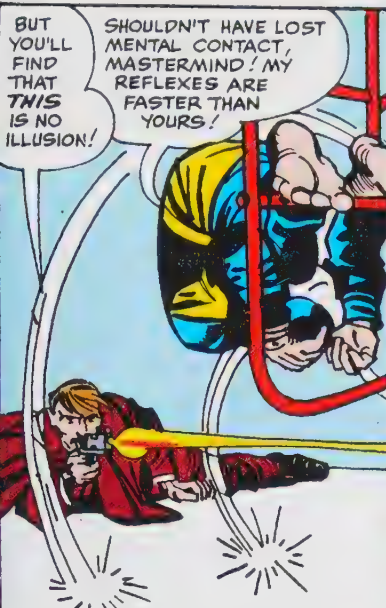
FORGIVE THIS UNSEEMLY INTRUSION, MASTERMIND! BUT BEING WELL-BEHAVED LITTLE X-MEN, WE HATED TO TAKE OUR DEPARTURE WITHOUT SAYING GOOD-BYE!



ATTACK ME, WILL YOU?? LET'S SEE HOW WELL YOU FIGHT NOW... WHEN YOU FEEL YOUR LEGS TURNING TO DOUGH!

DON'T LET HIM STOP YOU, BEAST! IT'S JUST ANOTHER OF HIS ILLUSIONS!

MY BRAIN IS AWARE OF THAT... BUT I STILL CAN'T MOVE MY LEGS!





THE ASTEROID ACTS LIKE IT'S ALIVE! WE'VE GOT TO HELP MARVEL GIRL!

IT'S **MAGNETO!** HE'S CONTROLLING EVERY BIT OF METAL THROUGH HIS AMAZING MENTAL POWERS! WE'VE GOT A **FIGHT** ON OUR HANDS!



THEN, AS IF TO **PROVE** THE BEAST'S WORDS, TINY FLAME JETS SHOOT OUT TOWARDS ICEMAN, BEGINNING TO MELT HIS PROTECTIVE COATING OF ICE!

WHERE'S **THIS** COMING FROM??

QUICK! HURL YOUR ICE BOLTS AT THE WALL... **NOW!!**



THE ICEMAN OBEYS INSTINCTIVELY, AND IN THE NEXT SECOND...

YOU **DID** IT! YOU FROZE THE FLAME JETS! I COMMEND YOU, MY FRIGID FRIEND!!

AND I THANK YOU, OL' BOOKWORM BUDDY!



DON'T WORRY, PRETTY PARTNER! I'LL FREE YOU FROM THOSE GIZMOS BY COATING 'EM WITH ICE AND CRYSTALLIZING THEM... LIKE **THIS!**



AND I'LL HAVE THAT PIECE OF METAL OFF YOU IN A TRICE, CYCLOPS! JUST EXCUSE MY DISHPAN HANDS, IF YOU WILL!



THEY'VE ESCAPED ALL MY TRAPS, BUT IT WILL DO THEM NO GOOD! AT THE PRESS OF A BUTTON, I'LL **SEAL** THEM IN THAT SECTION...



AND NOW, I'LL BLAST THEM RIGHT OUT OF THE AIR LOCK! FAREWELL, X-MEN...

NO, MAGNETO!! YOU CAN'T! YOU **MUSTN'T!**



BAH! DO YOU THINK YOUR WEAK WORDS CAN SWAY **MAGNETO?**

WHA...?! YOU PUT A HEX ON MY CONTROL PANEL! YOU'VE SHORT-CIRCUITED IT!!



YOU **DARE** DEFEY THE WILL OF **MAGNETO?** I'LL TEACH YOU A LESSON THAT...

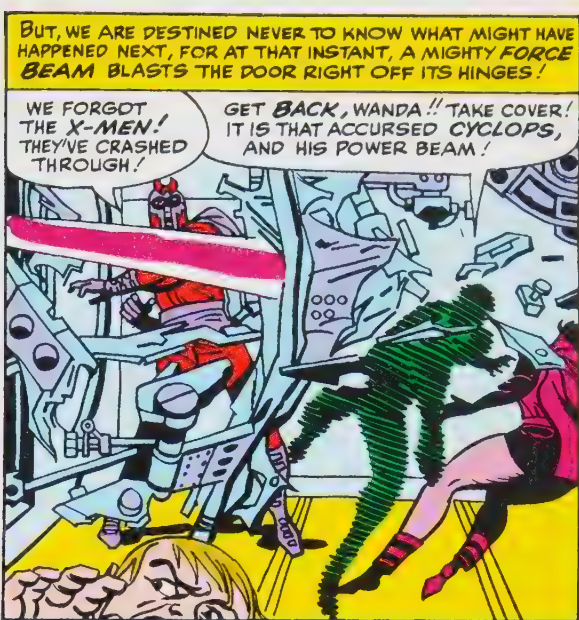
YOU'LL DO **NOTHING** TO MY SISTER WHILE **QUICKSILVER** LIVES!



YOU THINK *YOU* CAN STOP ME?? YOU THINK YOU CAN STAND UP TO **MAGNETO**, THE MOST POWERFUL MUTANT OF ALL??!

I'LL DO WHAT I *HAVE* TO IN ORDER TO PROTECT MY SISTER, WANDA... REMEMBER THAT!

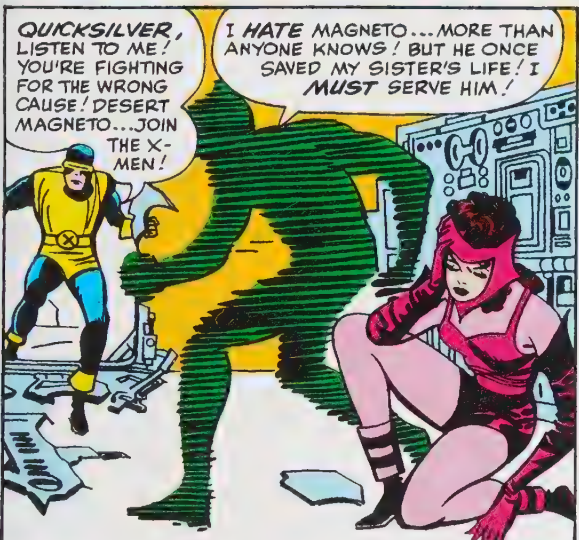
BE CAREFUL, PIETRO! I FEAR WE ARE *STILL* NO MATCH FOR HIM!!



BUT, WE ARE DESTINED NEVER TO KNOW WHAT MIGHT HAVE HAPPENED NEXT, FOR AT THAT INSTANT, A MIGHTY **FORCE BEAM** BLASTS THE DOOR RIGHT OFF ITS HINGES!

WE FORGOT THE **X-MEN**! THEY'VE CRASHED THROUGH!

GET *BACK*, WANDA!! TAKE COVER! IT IS THAT ACCURSED **CYCLOPS**, AND HIS POWER BEAM!



QUICKSILVER, LISTEN TO ME! YOU'RE FIGHTING FOR THE WRONG CAUSE! DESERT **MAGNETO**... JOIN THE **X-MEN**!

I **HATE** MAGNETO... MORE THAN ANYONE KNOWS! BUT HE ONCE SAVED MY SISTER'S LIFE! I *MUST* SERVE HIM!



BUT DON'T YOU *SEE*? HE'S TRYING TO CONFUSE US! HE'S MAKING **CRIMINALS** OUT OF YOU AND THE **SCARLET WITCH**! IF YOU JOIN *US*, WE COULD...

NO MORE!! I'LL HEAR NO MORE! YOU'RE TRYING TO CONFUSE US! YOU'RE NOT OUR FRIENDS, EITHER! IF YOU *WERE*, YOU WOULDN'T FIGHT US! WE CAN'T TRUST ANYONE!

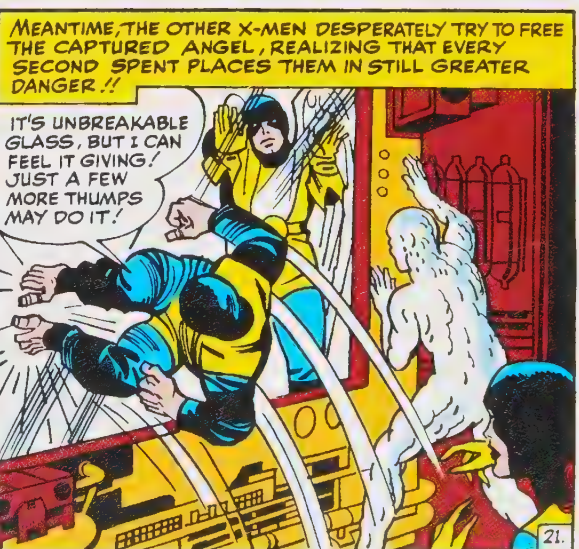


YOU WERE TOO CARELESS! YOU CAME TOO NEAR! NOW I'VE GOT YOU!

GIVE UP, **QUICKSILVER**! DON'T MAKE ME USE MY POWER BEAM ON YOU!

QUICK! PUT A **HEX** ON **CYCLOPS**!

THEY'RE TOO CLOSE! IT MIGHT HURT **QUICKSILVER**!



MEANTIME, THE OTHER **X-MEN** DESPERATELY TRY TO FREE THE CAPTURED **ANGEL**, REALIZING THAT EVERY SECOND SPENT PLACES THEM IN STILL GREATER DANGER!!

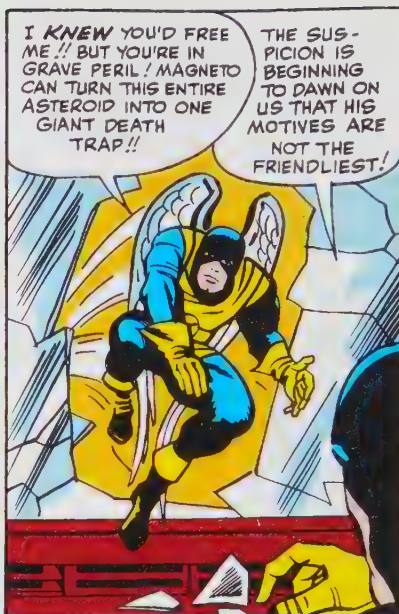
IT'S UNBREAKABLE GLASS, BUT I CAN FEEL IT GIVING! JUST A FEW MORE THUMPS MAY DO IT!



HOLD IT, HANK! LET ME TRY IT... MY WAY! I CAN MENTALLY HURL ONE OF THESE HEAVY CHEMICAL TANKS AT THE GLASS WITH EVEN GREATER FORCE!!



YOU DID IT! HE CAN EXTRICATE HIMSELF NOW!



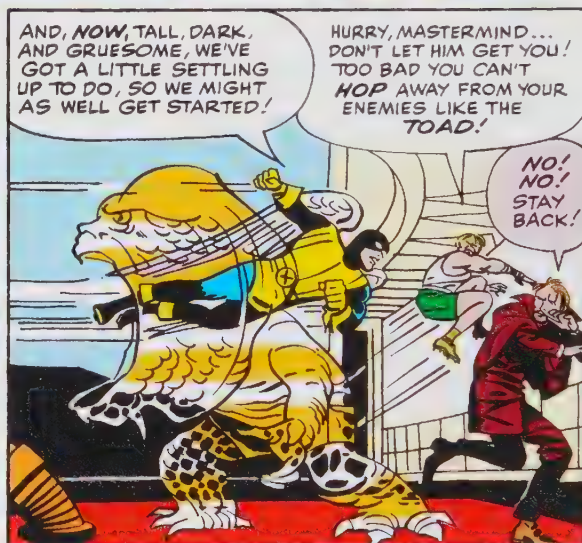
I KNEW YOU'D FREE ME!! BUT YOU'RE IN GRAVE PERIL! MAGNETO CAN TURN THIS ENTIRE ASTEROID INTO ONE GIANT DEATH TRAP!!

THE SUSPICION IS BEGINNING TO DAWN ON US THAT HIS MOTIVES ARE NOT THE FRIENDLIEST!



BUT, PERHAPS WE CAN INSTILL SOME OF THE MILK OF HUMAN KINDNESS IN HIS... SAY! WHAT HAVE WE HERE??!

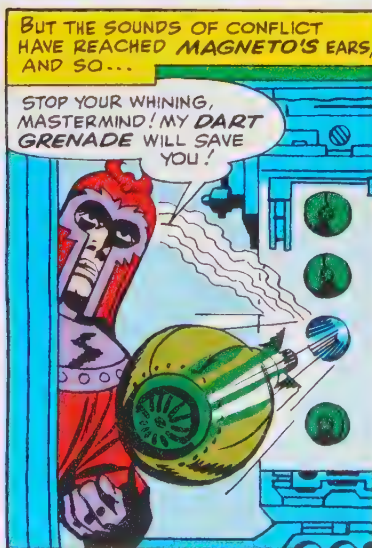
DON'T LET IT THROW YOU! IT MUST BE ONE OF MASTER-MIND'S IMAGES... WATCH! I'LL PROVE IT!!



AND, NOW, TALL, DARK, AND GRUESOME, WE'VE GOT A LITTLE SETTLING UP TO DO, SO WE MIGHT AS WELL GET STARTED!

HURRY, MASTERMIND... DON'T LET HIM GET YOU! TOO BAD YOU CAN'T HOP AWAY FROM YOUR ENEMIES LIKE THE TOAD!

NO! NO! STAY BACK!



BUT THE SOUNDS OF CONFLICT HAVE REACHED MAGNETO'S EARS, AND SO...

STOP YOUR WHINING, MASTERMIND! MY DART GRENADE WILL SAVE YOU!

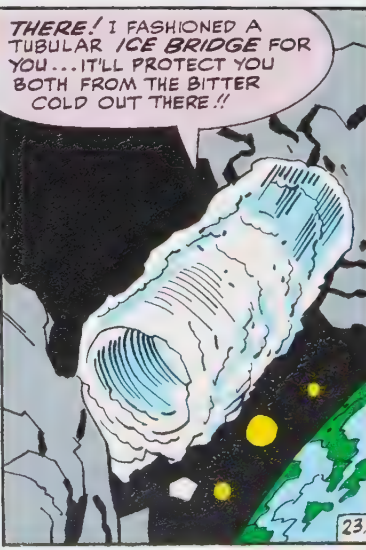
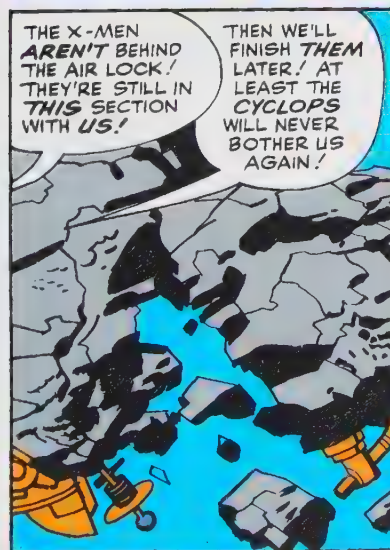
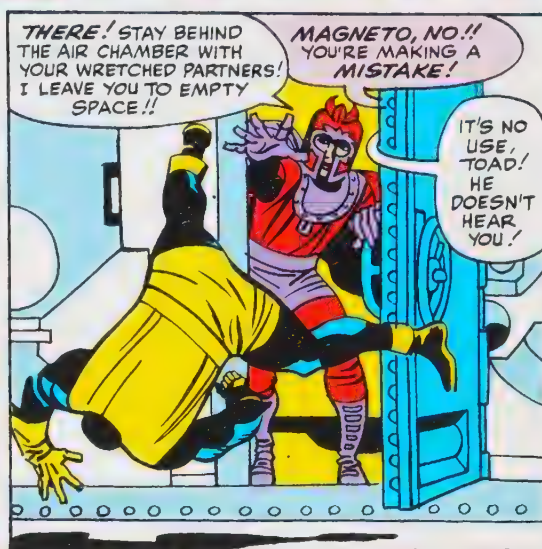
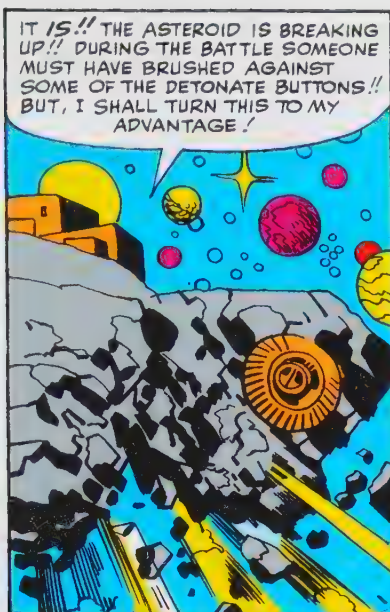


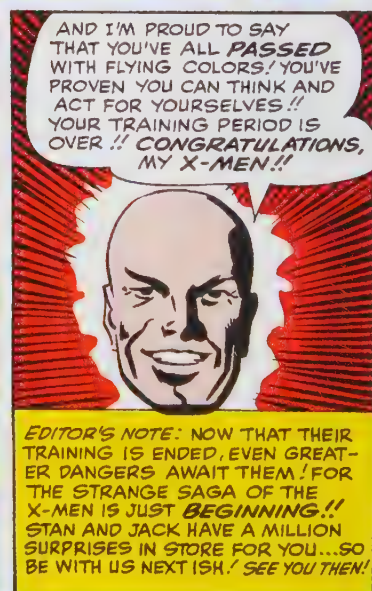
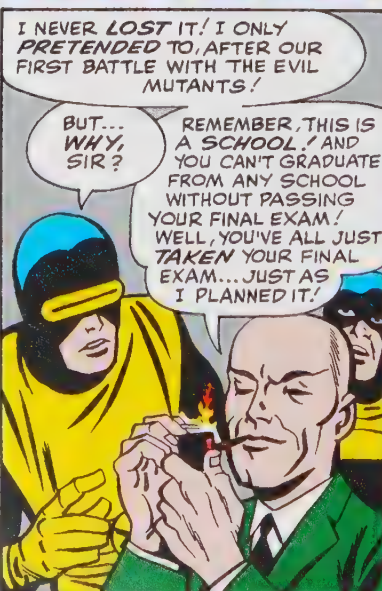
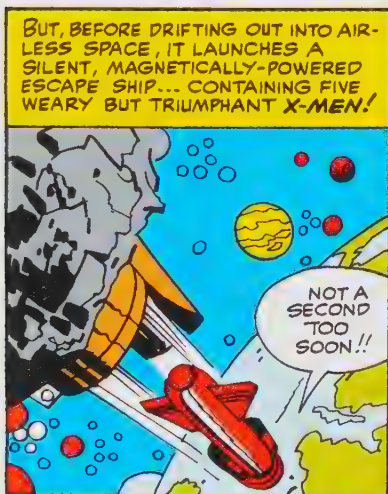
X-MEN! LOOK OUT! IT EXPLODED INTO A THOUSAND FLYING DARTS!!



THEY'RE FASTER THAN I THOUGHT! THEY ALL SAVED THEMSELVES BY TAKING COVER! BUT AT LEAST I SLOWED THEIR ATTACK!

WAIT!! THAT RUMBLING SOUND!! CAN IT BE WHAT I THINK??!







MARVEL
COMICS
GROUP **12¢**

the X-MEN

APPROVED
BY THE
COMICS
CODE
AUTHORITY

IND.

6
JULY

SPECIAL
GUEST STAR
ISSUE

**"SUB-MARINER
JOINS THE
EVIL MUTANTS!"**



ALSO FEATURING:
QUICKSILVER
and
The SCARLET WITCH!

X-MEN

THE MOST UNUSUAL
TEEN-AGERS OF
ALL TIME...

SUB-MARINER!

JOINS **The EVIL MUTANTS**

EVEN SUPERIOR MUTANTS WITH SUPERNATURAL POWERS HAVE TO EAT DINNER THE SAME AS WE... AND THAT'S WHERE OUR STORY BEGINS... IN THE DINING HALL OF THE MYSTERIOUS BUILDING WHICH HOUSES...

The X-MEN!

HOLD IT, HANK! YOU KNOW OUR RULE... NO REACHING ACROSS THE TABLE FOR ANYTHING!

THIS IS THE FIRST TIME I'VE SEEN CYCLOPS SMILE IN MONTHS! OL' SCOTT SHOULD DO IT MORE OFTEN!

IT WAS A DELICIOUS MEAL, JEAN! THANK YOU FOR HELPING OUT ON THE COOK'S DAY OFF!

I WAS GLAD TO DO IT, PROFESSOR!

OWW! IS IT IMPERATIVE THAT YOU RESORT TO SUCH DRASTIC MEASURES JUST TO EMPHASIZE A POINT, SCOTT?

WHILE NO ONE'S LOOKING, I'LL USE MY ICING POWER TO MAKE SOME PIE A LA MODE!

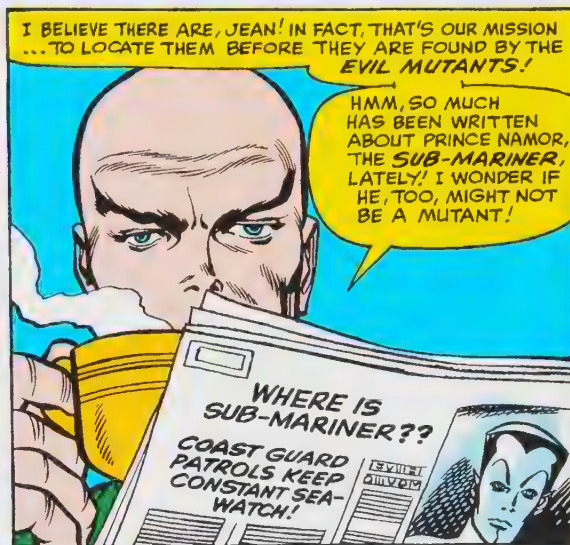
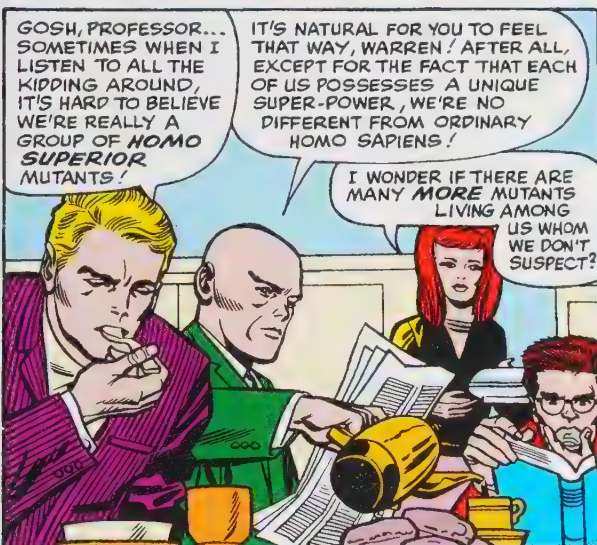
Written: WITH THE FLAIR OF
STAN LEE

Drawn: WITH THE AIR OF
JACK KIRBY

Inked: WITH THE CARE OF
CHIC STONE

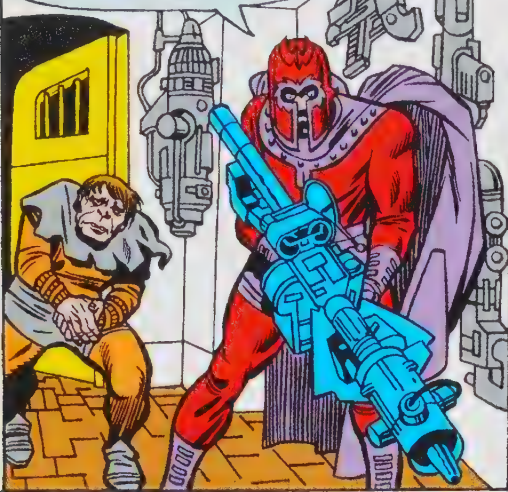
Lettered: ON A DARE BY
S. ROSEN

X-706



SO FAR THE X-MEN HAVE FOILED ME AT EVERY TURN / BUT, WITH THE **SUB-MARINER** SERVING ME, I'LL DEFEAT THEM ONCE AND FOR ALL!

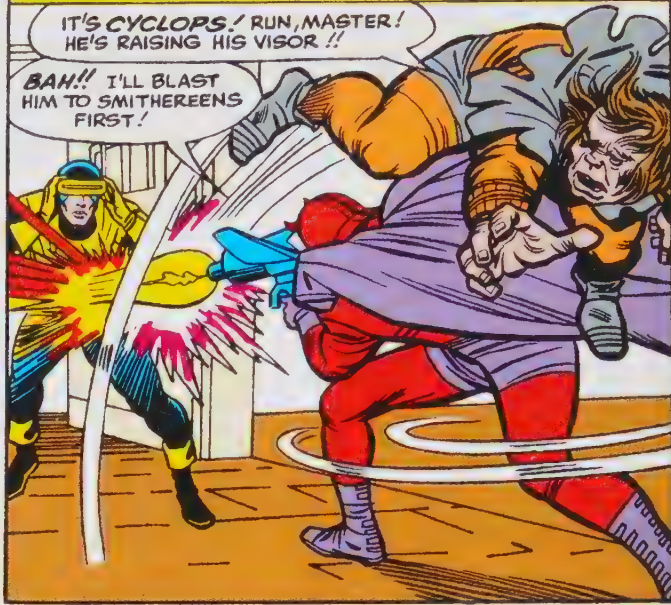
I SHALL CHOOSE MY MOST AWESOME WEAPONS! NAMOR WILL HAVE TO YIELD TO ME!



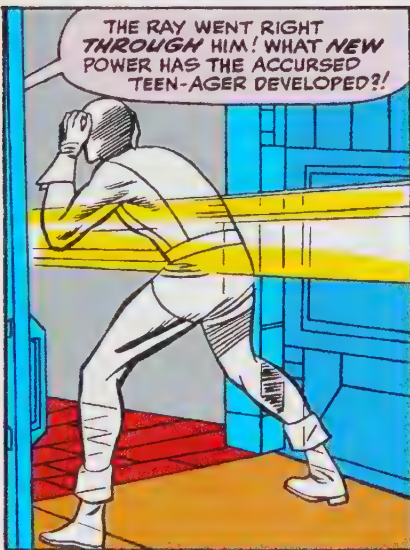
SUDDENLY, INCREDIBLY, ONE OF THE MOST FEARED OF ALL THE X-MEN APPEARS IN MAGNETO'S DOORWAY...

IT'S **CYCLOPS**! RUN, MASTER! HE'S RAISING HIS VISOR!!

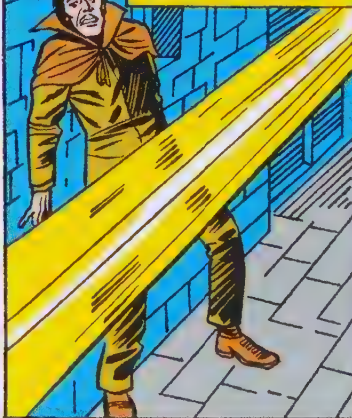
BAH!! I'LL BLAST HIM TO SMITHEREENS FIRST!



THE RAY WENT RIGHT **THROUGH** HIM! WHAT **NEW** POWER HAS THE ACCURSED TEEN-AGER DEVELOPED?!

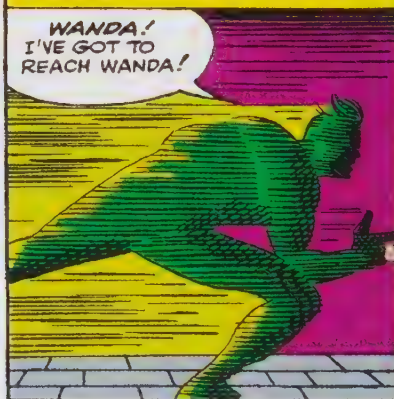


WITH NOTHING TO CHECK IT, MAGNETO'S MIGHTY RAY TRAVELS THROUGH THE GREAT HALL, PAST THE MUTANT CALLED **MASTER-MIND** WHO RECOILS JUST IN TIME!

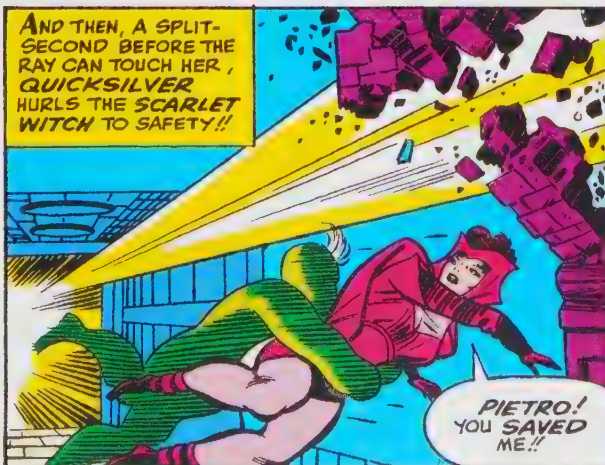


BUT ANOTHER OF MAGNETO'S ALLIES, SEEING THE DEADLY RAY, HAS BUT ONE THOUGHT IN MIND... TO MAKE SURE IT DOESN'T STRIKE HIS SISTER! AND SO, THE SUPER-SWIFT **QUICKSILVER** SUDDENLY STREAKS THROUGH THE CASTLE!!

WANDA! I'VE GOT TO REACH WANDA!



AND THEN, A SPLIT-SECOND BEFORE THE RAY CAN TOUCH HER, **QUICKSILVER** HURLS THE **SCARLET WITCH** TO SAFETY!!



PIETRO! YOU SAVED ME!!

WHAT **WAS** IT, PIETRO?? ARE THE **X-MEN** ATTACKING US AGAIN? HOW DID THEY FIND US?? WHERE IS **MAGNETO**??

I DO NOT KNOW, WANDA! BUT WHOEVER DARED DO THIS THING WILL **PAY** FOR IT! I HAVE PLEDGED MY LIFE TO GUARD YOU, MY SISTER!



BUT, REACHING MAGNETO, THE SCARLET WITCH AND QUICK-SILVER FIND...

I WAS JUST PRACTICING MY **ILLUSIONS**, MAGNETO! I MEANT NO HARM...OHH!

THIS MAGNETIC POWER-BLAST IS ONLY A SMALL SAMPLE OF WHAT I'LL DO IF YOU EVER AGAIN DARE TO PRACTICE ONE OF YOUR ILLUSIONS ON ME!

THANK HEAVENS IT WAS ONLY AN ACCIDENT! THE X-MEN **AREN'T** ATTACKING US!!



THE **X-MEN!!** THAT REMINDS ME! I'VE GOT TO FIND SUB-MARINER BEFORE **THEY** DO! STAY BACK, NOW, ALL OF YOU!!



THUS, THE LEADER OF THE EVIL MUTANTS, WHOSE BRAIN POWER IS SECOND ONLY TO THAT OF PROFESSOR X, TRANSFORMS ALL HIS VAST MENTAL ENERGY INTO AN ILLUSORY FIGURE OF HIMSELF... AND SENDS IT FORTH...

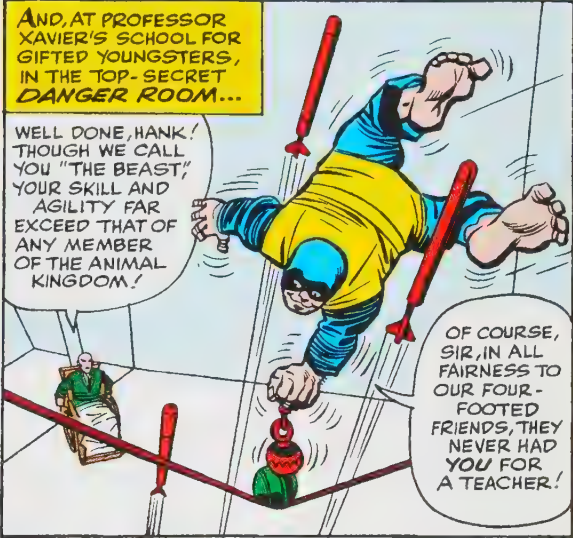
NOW, WHILE MY BODY REMAINS HERE, MY **MIND** SHALL GO FORTH, UNHAMPERED, TO SEEK THE MUTANT SEA-PRINCE!



AND, AT PROFESSOR XAVIER'S SCHOOL FOR GIFTED YOUNGSTERS, IN THE TOP-SECRET **DANGER ROOM**...

WELL DONE, HANK! THOUGH WE CALL YOU "THE BEAST," YOUR SKILL AND AGILITY FAR EXCEED THAT OF ANY MEMBER OF THE ANIMAL KINGDOM!

OF COURSE, SIR, IN ALL FAIRNESS TO OUR FOUR-FOOTED FRIENDS, THEY NEVER HAD YOU FOR A TEACHER!



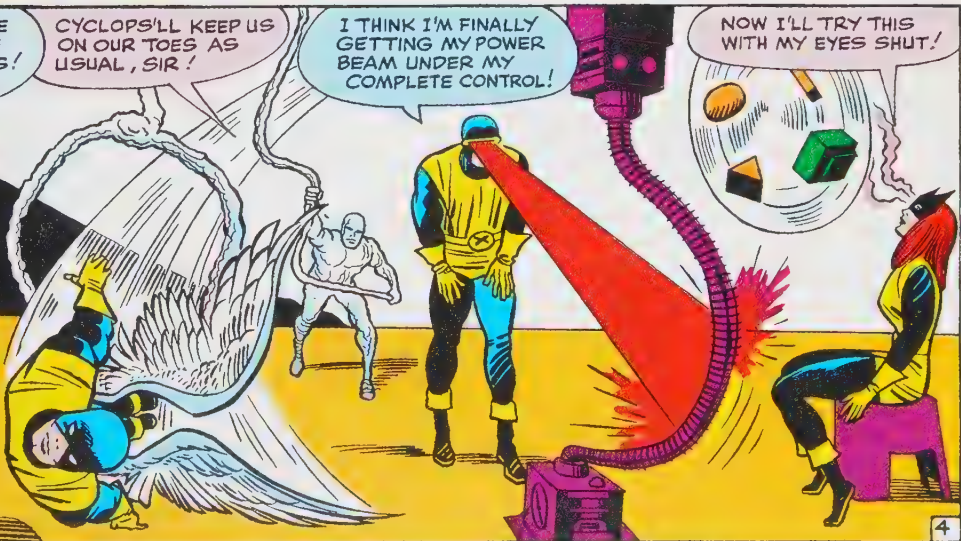
ALL OF YOU, CONTINUE WITH YOUR PRACTICE UNTIL THE BELL RINGS! I SHALL RETURN SHORTLY!

CYCLOPS'LL KEEP US ON OUR TOES AS USUAL, SIR!

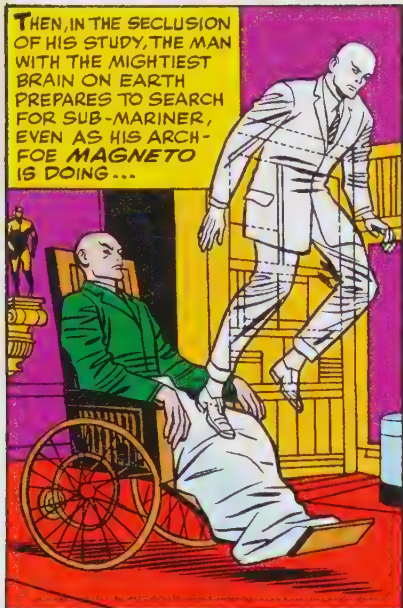
I THINK I'M FINALLY GETTING MY POWER BEAM UNDER MY COMPLETE CONTROL!

NOW I'LL TRY THIS WITH MY EYES SHUT!

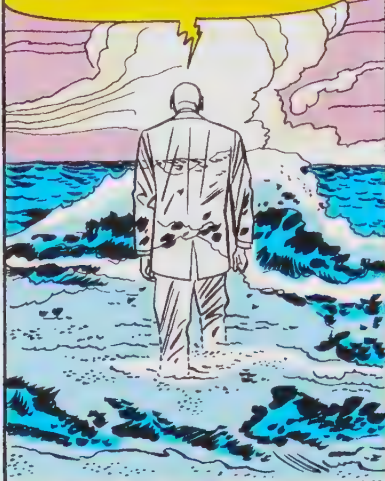
WE'VE PLENTY OF TESTS TO KEEP US BUSY WHILE YOU'RE GONE, PROFESSOR!



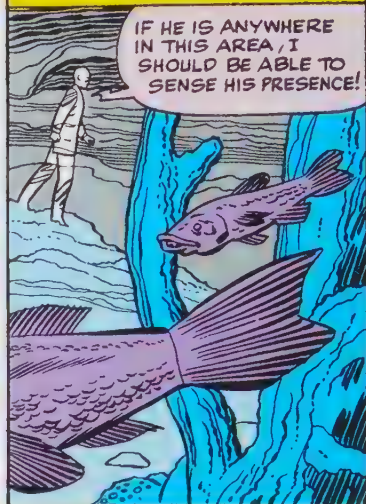
THEN, IN THE SECLUSION OF HIS STUDY, THE MAN WITH THE MIGHTIEST BRAIN ON EARTH PREPARES TO SEARCH FOR SUB-MARINER, EVEN AS HIS ARCH-FOE **MAGNETO** IS DOING...



IF ONLY MY **PHYSICAL** BODY WERE AS FREE AS MY MENTAL IMAGE! BUT EVEN THE GREAT MUTANT POWER OF MY BRAIN IS NOT ENOUGH TO CURE MY HELPLESS FLESH- AND - BLOOD LEGS!

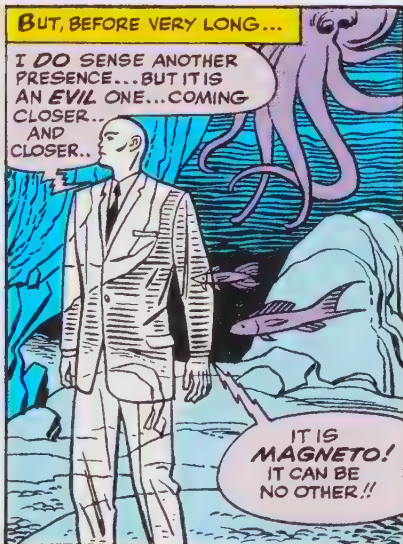


BECAUSE IT IS A PROJECTION OF HIS **MIND** WHICH IS TRAVELLING, IT CAN SURVIVE AS EASILY UNDER THE SEA AS IN THE AIR, AND SO THE DRAMATIC SEARCH BEGINS!



BUT, BEFORE VERY LONG...

I **DO** SENSE ANOTHER PRESENCE... BUT IT IS AN **EVIL** ONE... COMING CLOSER... AND CLOSER...



IT IS **MAGNETO**! IT CAN BE NO OTHER!!

HE, TOO, MUST BE SEEKING PRINCE NAMOR! BUT I SHALL NOT LET HIM FIND **ME** HERE!



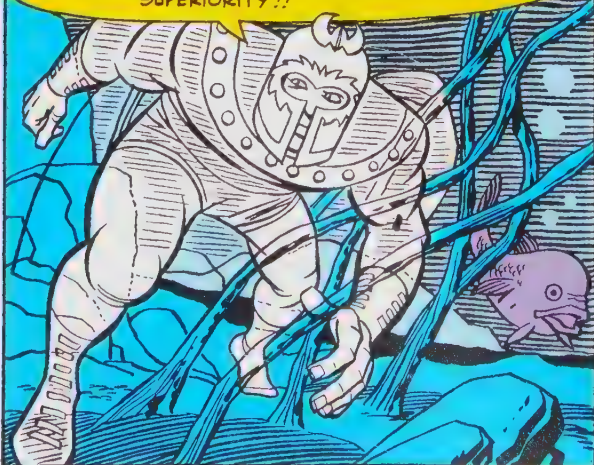
WHEN NEXT WE MEET, IT SHALL BE AT A TIME OF MY **OWN** CHOOSING! I'LL RETURN TO MY STUDY AND LET MAGNETO FINISH MY QUEST FOR ME!!

A SHORT TIME LATER, LITTLE DREAMING THAT PROFESSOR X **KNOWS** OF HIS PRESENCE, **MAGNETO** APPEARS...

I'M GETTING CLOSER TO SUB-MARINER... I CAN **FEEL** IT!!

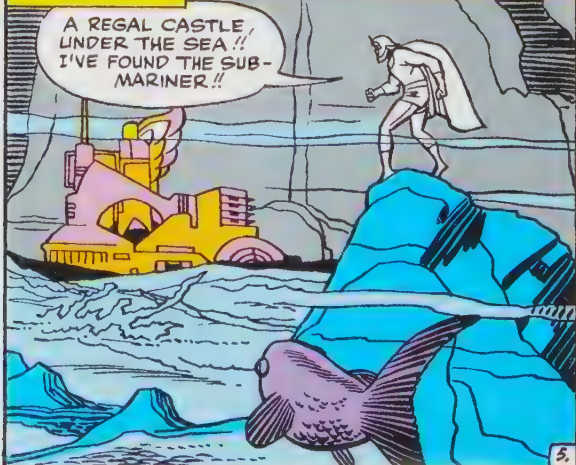


WHEN I **FIND** HIM, I MUST BE EXTREMELY CAUTIOUS! HIS POWER MAY EVEN BE THE EQUAL OF **MINE**! I MUST NEVER PERMIT HIM TO CHALLENGE MY SUPERIORITY!!



FINALLY, GUIDED BY THE EXTRA-SENSORY PERCEPTION OF HIS MUTANT BRAIN, MAGNETO SIGHTS HIS OBJECTIVE....

A REGAL CASTLE UNDER THE SEA!! I'VE FOUND THE SUB-MARINER!!

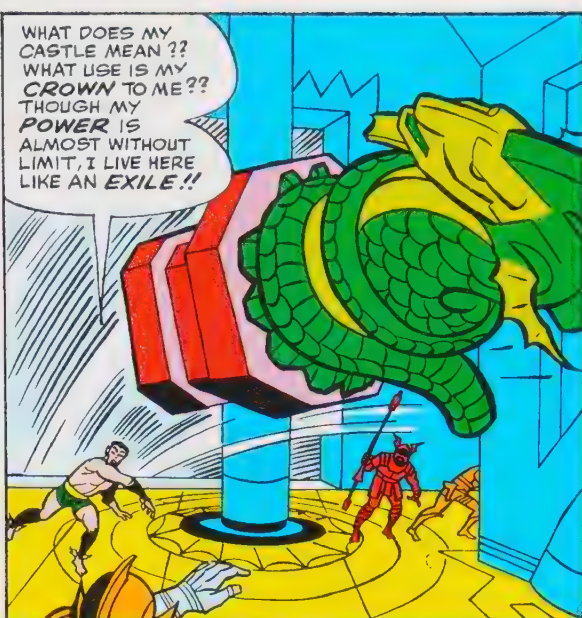




THERE HE IS!
BUT...NEVER
HAVE I SEEN
SUCH **ANGER**...
SUCH INHUMAN
RAGE!

AGAIN THE FANTASTIC FOUR HAVE
DEFEATED ME!! AGAIN THE GIRL I
LOVE HAS SPURNED ME!!*THOUGH
I AM PRINCE OF THE DEEP,
MONARCH OF THE SEA, MY
TITLES ARE HOLLOW...MY
KINGDOM IS EMPTY AND
MEANINGLESS!!

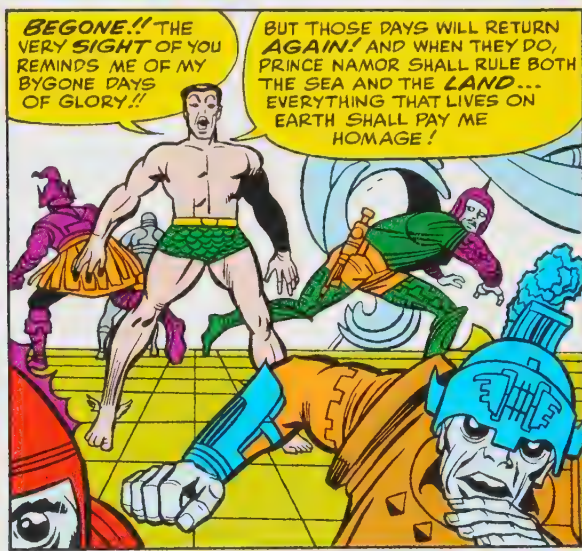
*FANTASTIC FOUR
#27...EDITOR.



WHAT DOES MY
CASTLE MEAN??
WHAT USE IS MY
CROWN TO ME??
THOUGH MY
POWER IS
ALMOST WITHOUT
LIMIT, I LIVE HERE
LIKE AN EXILE!!

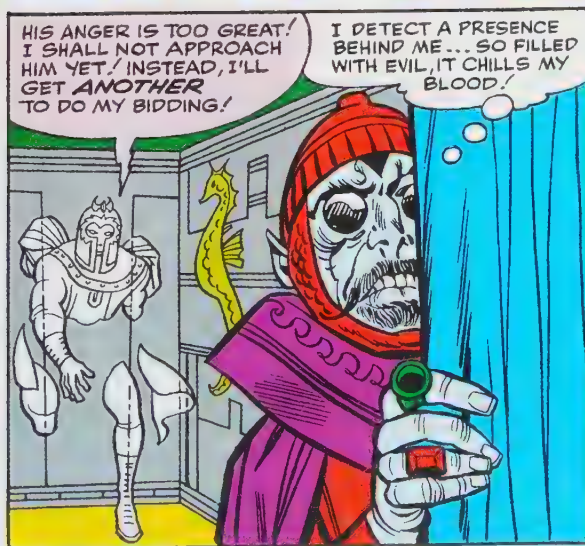


THE HUMANS HAVE TAKEN
FROM ME EVERYTHING I HELD
MOST DEAR!! BECAUSE OF
THEM MY PEOPLE HAVE
DESERTED ME...ONLY YOU,
A HANDFUL OF LOYAL
FOLLOWERS, REMAIN!!



BEGONE!! THE
VERY SIGHT OF YOU
REMINDS ME OF MY
BYGONE DAYS
OF GLORY!!

BUT THOSE DAYS WILL RETURN
AGAIN! AND WHEN THEY DO,
PRINCE NAMOR SHALL RULE BOTH
THE SEA AND THE **LAND**...
EVERYTHING THAT LIVES ON
EARTH SHALL PAY ME
HOMAGE!



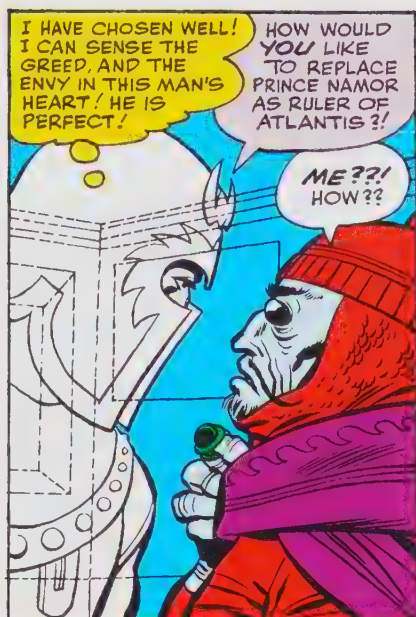
HIS ANGER IS TOO GREAT!
I SHALL NOT APPROACH
HIM YET. INSTEAD, I'LL
GET **ANOTHER**
TO DO MY BIDDING!

I DETECT A PRESENCE
BEHIND ME... SO FILLED
WITH EVIL, IT CHILLS MY
BLOOD!



WHO...
WHAT
ARE
YOU??

I AM **MAGNETO**! THAT IS ALL YOU
NEED KNOW. I AM HERE TO GIVE YOU
POWER BEYOND YOUR WILDEST
DREAMS!



I HAVE CHOSEN WELL!
I CAN SENSE THE
GREED, AND THE
ENVY IN THIS MAN'S
HEART! HE IS
PERFECT!

HOW WOULD
YOU LIKE
TO REPLACE
PRINCE NAMOR
AS RULER OF
ATLANTIS?!

ME??!
HOW??



JUST DO AS I
SAY!! GIVE THE
SUB-MARINER
A **MESSAGE**
FROM ME!
REPEAT IT
EXACTLY AS
I TELL YOU TO!

WHY SHOULD
I **TRUST**
YOU?? WHAT
KIND OF
MESSAGE?



IT IS A MESSAGE THAT WILL
MAKE SUB-MARINER **LEAVE**
HERE TO JOIN ME... AND WITH
HIM GONE... A CLEVER MAN
MIGHT EASILY STEAL POWER....!!

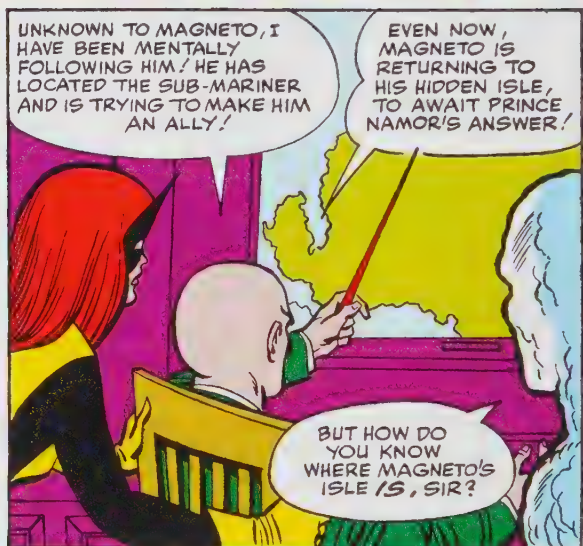
HMM!



MEANWHILE, BACK AT HIS HEADQUARTERS, PROFESSOR
X COMES OUT OF HIS TRANCE...

GATHER 'ROUND ME, MY X-MEN...
WE ARE ABOUT TO BEGIN A NEW
MISSION!

OH, BOY!
AT **LAST!!**



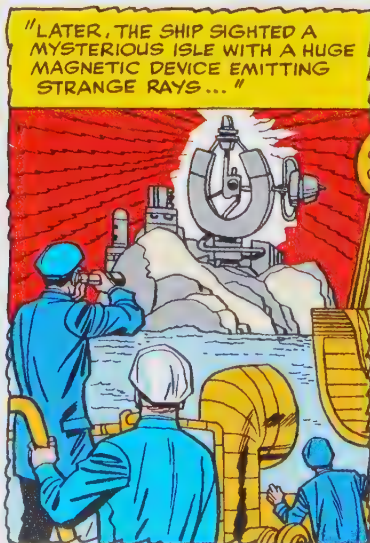
UNKNOWN TO MAGNETO, I
HAVE BEEN MENTALLY
FOLLOWING HIM! HE HAS
LOCATED THE SUB-MARINER
AND IS TRYING TO MAKE HIM
AN ALLY!

EVEN NOW,
MAGNETO IS
RETURNING TO
HIS HIDDEN ISLE,
TO AWAIT PRINCE
NAMOR'S ANSWER!

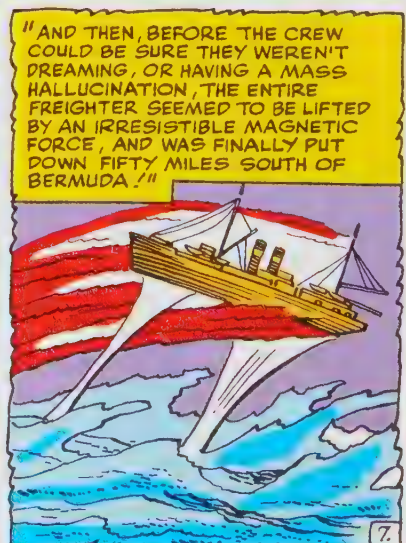
BUT HOW DO
YOU KNOW
WHERE MAGNETO'S
ISLE IS, SIR?



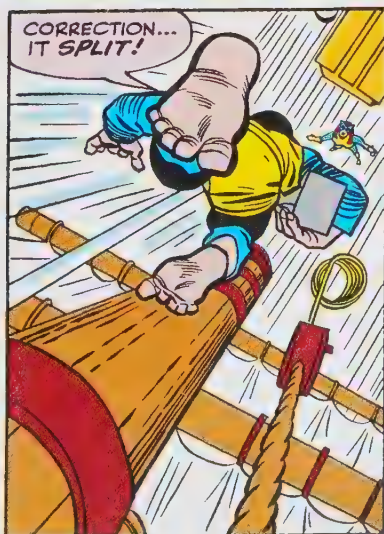
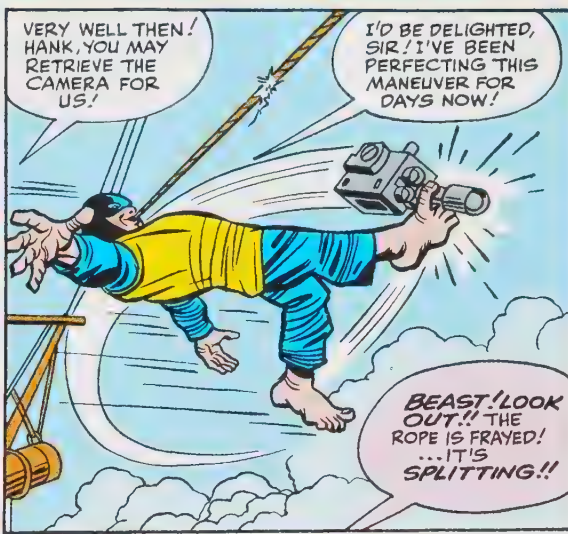
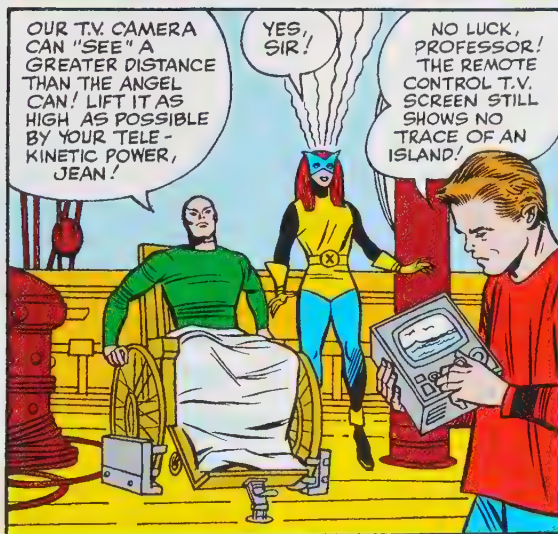
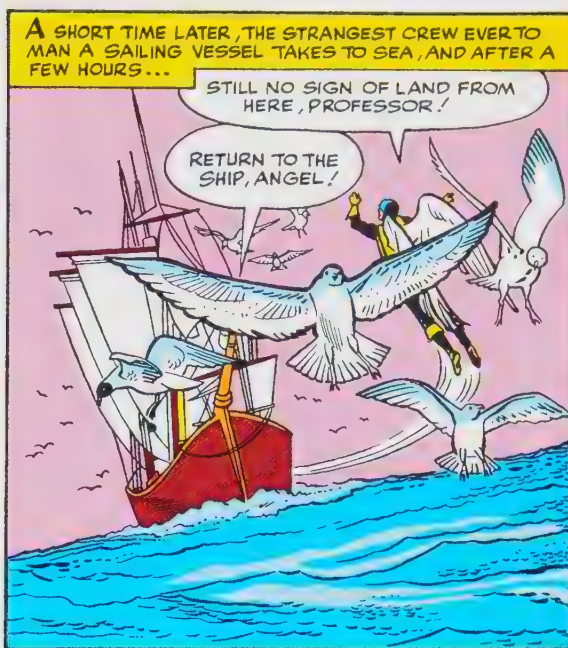
"SOME DAYS AGO A
FREIGHTER IN THE NORTH
ATLANTIC REPORTED THAT
ITS COMPASS SEEMED TO
HAVE GONE MAD! I
INVESTIGATED THE REPORT..."



"LATER, THE SHIP SIGHTED A
MYSTERIOUS ISLE WITH A HUGE
MAGNETIC DEVICE EMITTING
STRANGE RAYS..."



"AND THEN, BEFORE THE CREW
COULD BE SURE THEY WEREN'T
DREAMING, OR HAVING A MASS
HALLUCINATION, THE ENTIRE
FREIGHTER SEEMED TO BE LIFTED
BY AN IRRESISTIBLE MAGNETIC
FORCE, AND WAS FINALLY PUT
DOWN FIFTY MILES SOUTH OF
BERMUDA!"





HERE'S THE PROFESSOR'S CAMERA, JEAN... SOME- WHAT THE WORSE FOR WEAR!

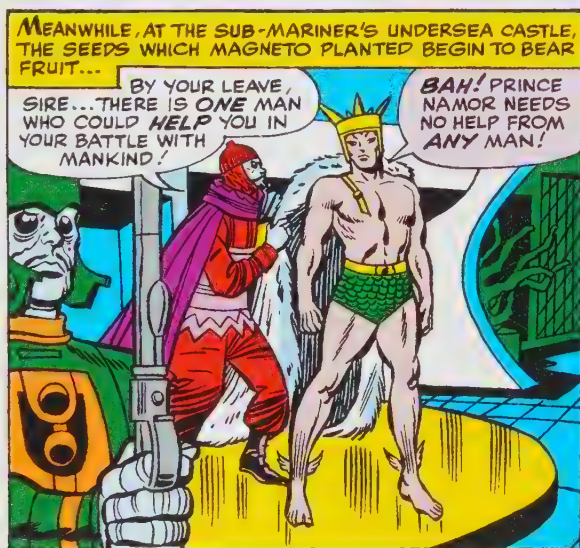
NEXT TIME, KNOCK OFF THE GRANDSTAND PLAYS, HANK! A CAMERA LIKE THAT COSTS MONEY!

WHAT A COMEDOWN! I THOUGHT YOU WERE WORRIED ABOUT ME!



ARE YOU SURE WE'RE ON THE RIGHT COURSE, SIR? OR COULD MAGNETO HAVE SET UP SOME SORT OF SCREEN WHICH CONCEALS HIS ISLE?

NO SCREEN CAN PREVENT ME FROM SENSING HIS PRESENCE! OUR COURSE IS TRUE... WE'LL FIND HIM YET!



MEANWHILE, AT THE SUB-MARINER'S UNDERSEA CASTLE, THE SEEDS WHICH MAGNETO PLANTED BEGIN TO BEAR FRUIT...

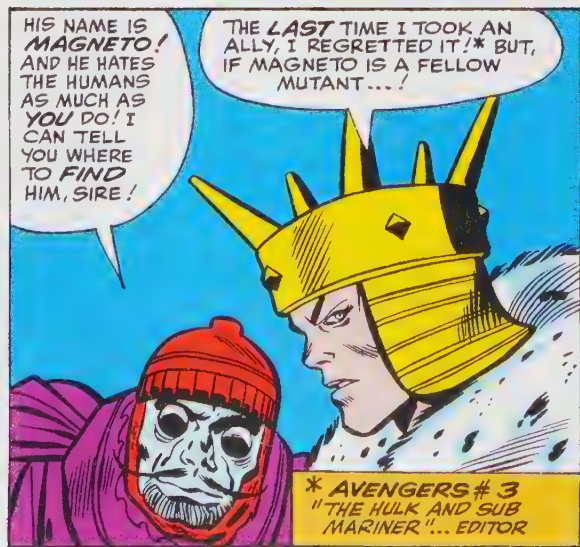
BY YOUR LEAVE, SIRE... THERE IS ONE MAN WHO COULD HELP YOU IN YOUR BATTLE WITH MANKIND!

BAH! PRINCE NAMOR NEEDS NO HELP FROM ANY MAN!



BUT HE IS NO MERE HUMAN, MY PRINCE! HE IS A MUTANT... ONE OF THE MOST POWERFUL ON EARTH... THE SAME AS YOU ARE!

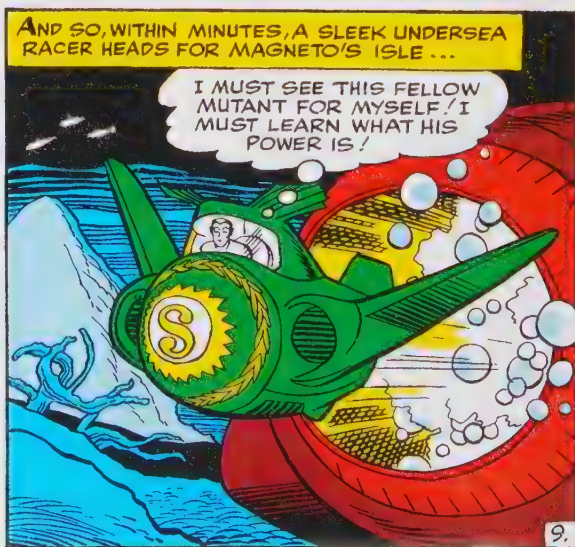
I?? A MUTANT?? WHY HAS THAT THOUGHT NEVER OCCURED TO ME BEFORE??



HIS NAME IS MAGNETO! AND HE HATES THE HUMANS AS MUCH AS YOU DO! I CAN TELL YOU WHERE TO FIND HIM, SIRE!

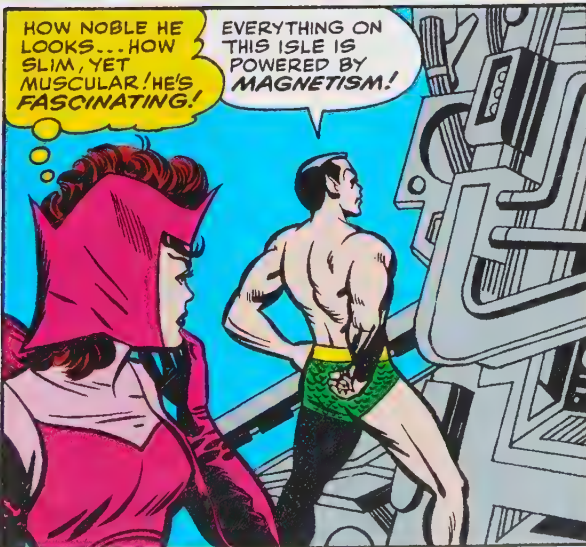
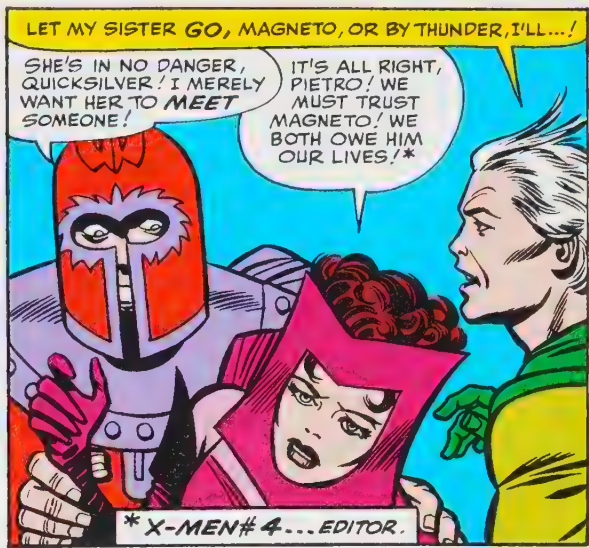
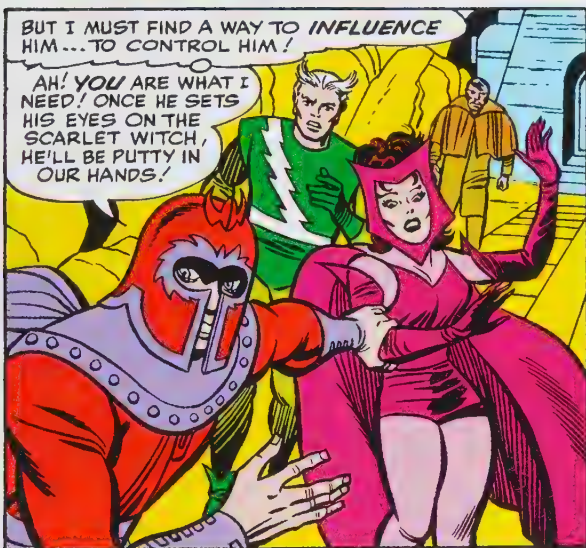
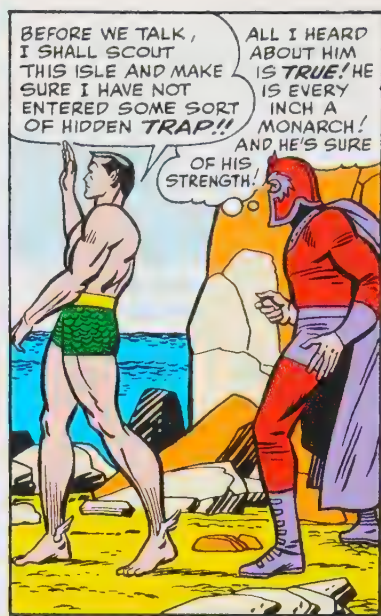
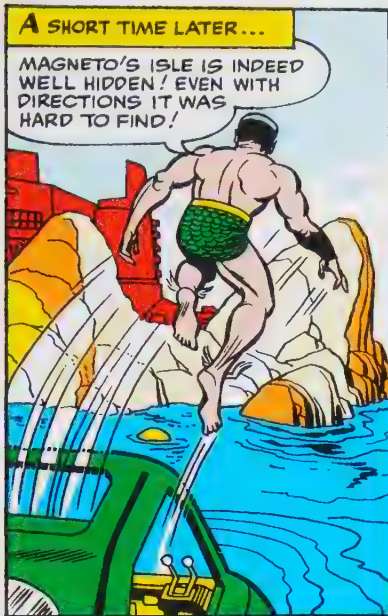
THE LAST TIME I TOOK AN ALLY, I REGRETTED IT! * BUT, IF MAGNETO IS A FELLOW MUTANT ...!

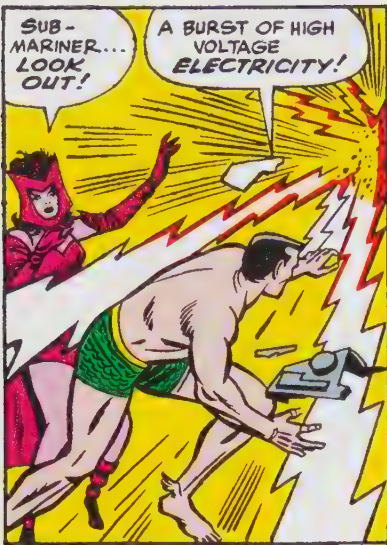
* AVENGERS # 3
"THE HULK AND SUB MARINER"... EDITOR



AND SO, WITHIN MINUTES, A SLEEK UNDERSEA RACER HEADS FOR MAGNETO'S ISLE ...

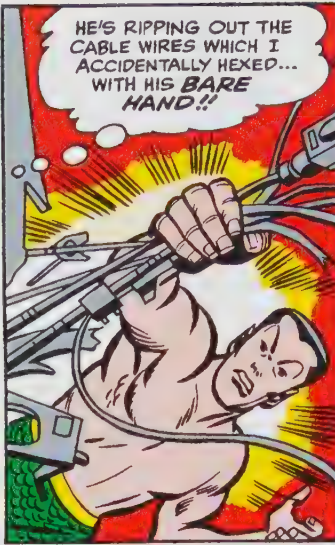
I MUST SEE THIS FELLOW MUTANT FOR MYSELF! I MUST LEARN WHAT HIS POWER IS!



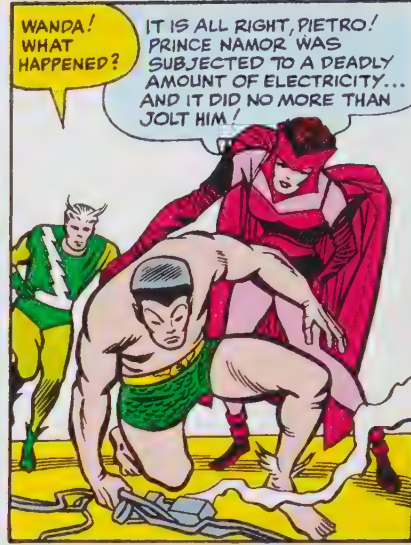


SUB-MARINER...
LOOK OUT!

A BURST OF HIGH
VOLTAGE
ELECTRICITY!



HE'S RIPPING OUT THE
CABLE WIRES WHICH I
ACCIDENTALLY HEXED...
WITH HIS BARE
HAND!!



WANDA!
WHAT
HAPPENED?

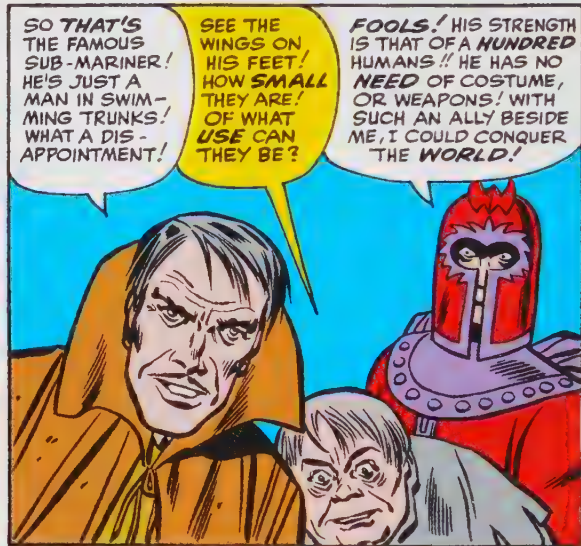
IT IS ALL RIGHT, PIETRO!
PRINCE NAMOR WAS
SUBJECTED TO A DEADLY
AMOUNT OF ELECTRICITY...
AND IT DID NO MORE THAN
JOLT HIM!



YOU
WERE
THE CAUSE
OF THAT?

YES, BUT I DID NOT MEAN IT! SOMETIMES
MY HEX POWER GETS OUT OF HAND!
I AM THE SCARLET WITCH... AND
THIS IS MY BROTHER, QUICKSILVER!

I STILL DO NOT
TRUST HIM, WANDA!



SO THAT'S
THE FAMOUS
SUB-MARINER!
HE'S JUST A
MAN IN SWIM-
MING TRUNKS!
WHAT A DIS-
APPOINTMENT!

SEE THE
WINGS ON
HIS FEET!
HOW SMALL
THEY ARE!
OF WHAT
USE CAN
THEY BE?

FOOLS! HIS STRENGTH
IS THAT OF A HUNDRED
HUMANS!! HE HAS NO
NEED OF COSTUME,
OR WEAPONS! WITH
SUCH AN ALLY BESIDE
ME, I COULD CONQUER
THE WORLD!

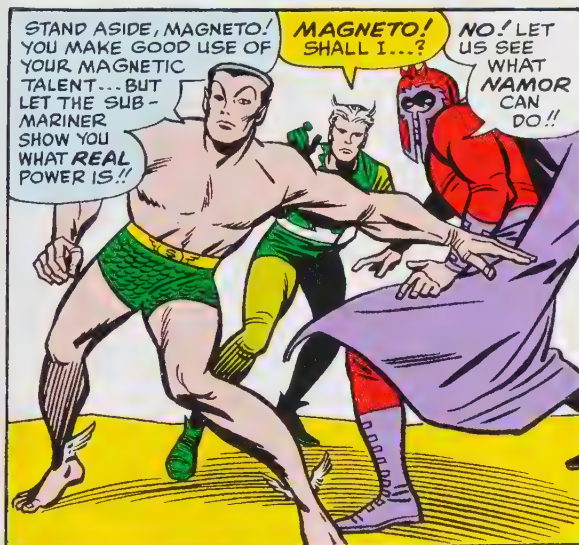
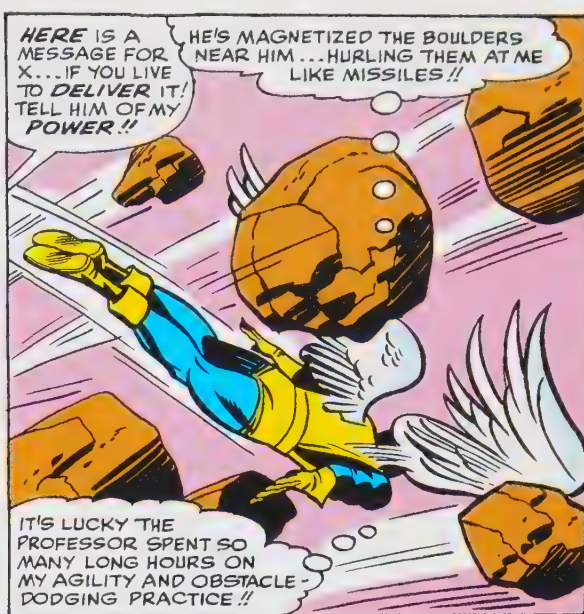


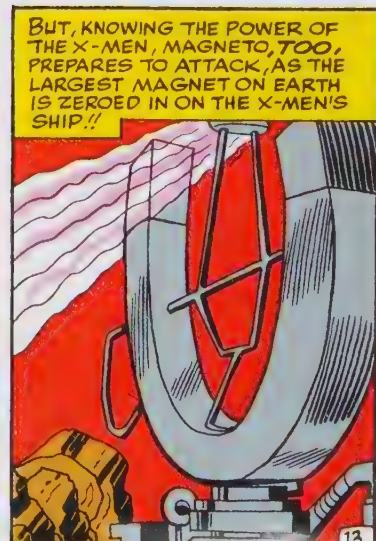
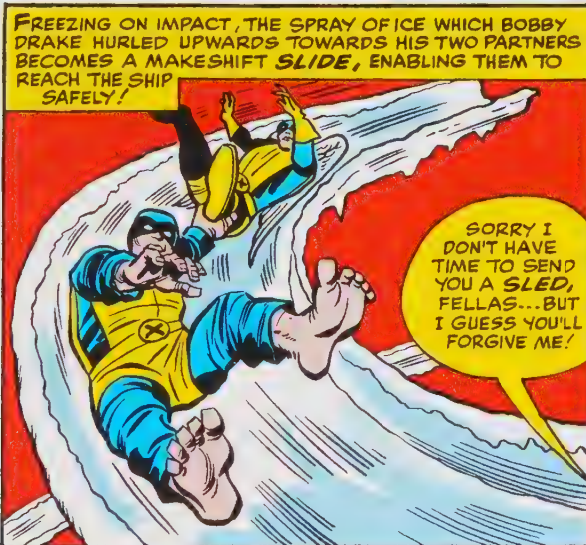
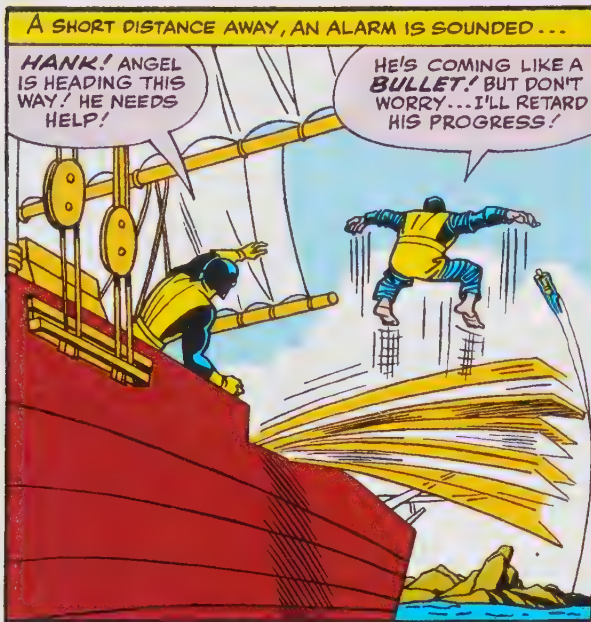
THEN, AT THAT VERY SPLIT-SECOND, A FLASHING, FLYING FORM SWOOPS PAST THE STARTLED GROUP OF
MUTANTS ...

LOOK!
IT IS THE
ANGEL!

THAT MEANS THE
X-MEN ARE
HERE!! THEY'VE
FOUND US!!

SILENCE!! DON'T
PANIC!! IF THE X-MEN
ATTACK US, IT WILL BE
THEIR GREATEST
BLUNDER!! HERE, ON
MY HOME GROUNDS, I
CANNOT BE DEFEATED!!





SUBJECTED TO A FORCE AGAINST WHICH THERE IS NO DEFENSE, THE STURDY SHIP IS TORN APART IN SECONDS!

ABANDON SHIP!

THE PROFESSOR!!
WHERE IS THE PROFESSOR??

HANG ON, SIR!
I'LL GET YOU...
SOMEHOW!!

DON'T WORRY,
ABOUT ME,
HANK! MAKE
SURE THE
OTHERS
ARE SAFE!

DON'T WORRY, SIR!
WITH THE TRAINING
YOU GAVE US,
WE'LL ALL
BE SAFE!

I'LL JUST
TREAD WATER
THIS WAY TO
HOLD YOU
UP TILL
HELP
COMES!

HAVE NO FEAR, BEASTIE DEAR...
HELP IS HERE! I'LL MAKE AN ICY
PLATFORM TO GET US TO
MAGNETO'S ISLE!

MAGNETO
WILL HAVE ONLY
HIMSELF
TO BLAME FOR WHAT
HAPPENS NOW!

MINUTES LATER, UNARMED, BUT
UNAFRAID, THE VALIANT BAND OF X-
MEN APPROACHES THE MOST
DANGEROUS ISLE ON THE FACE OF
THE EARTH!

HEADS UP!
WE'RE ALMOST
THERE!

SUDDENLY...

HOLD IT! WHERE DID
THIS WALL OF SPINE
ROOTS COME FROM??
IT WASN'T HERE BEFORE?

BEATS ME, SCOTTY!
IT'LL TAKE US FOR-
EVER TO HACK OUR
WAY THROUGH
THEM!

BUT THEN, THE CLEAR, COMMANDING VOICE OF
PROFESSOR X RINGS OUT...

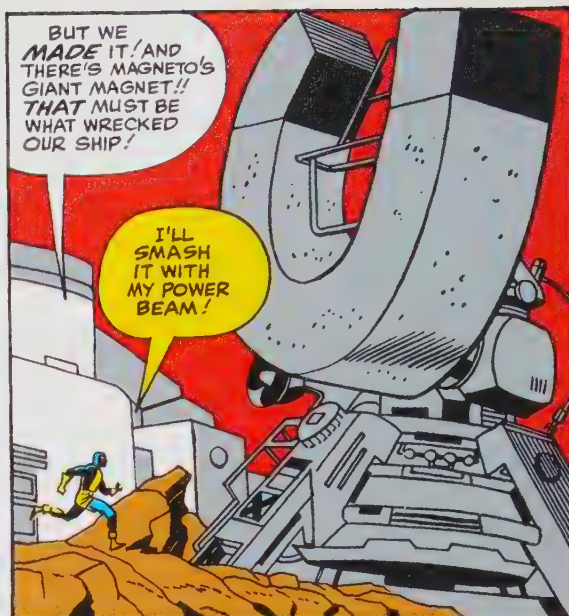
IT WILL TAKE LESS TIME
THAN YOU SUSPECT!
WITHOUT STOPPING, WALK
STRAIGHT INTO THE SPINE
ROOTS! YOU FIRST,
CYCLOPS!

YES, SIR...
IF YOU SAY
SO!!



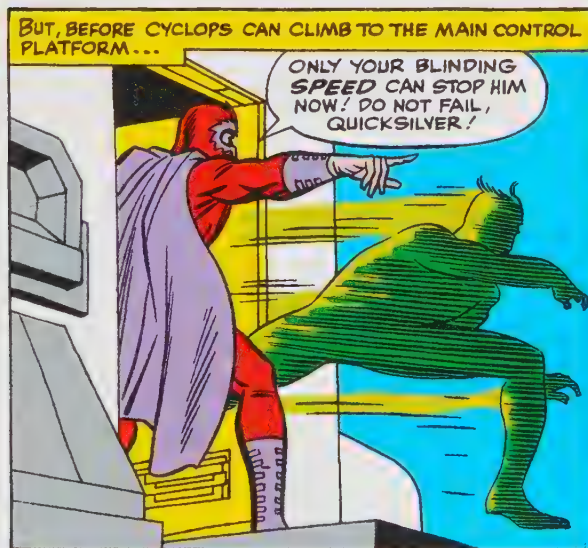
WAIT FOR ME, PARTNER! I... HEY... THERE'S NOTHING HERE!

WE SHOULD HAVE GUESSED, WARREN! THE PROFESSOR CAUGHT ON IMMEDIATELY! IT WAS JUST AN ILLUSION... ANOTHER DEVICE OF MASTERMIND'S TO SLOW US UP!



BUT WE MADE IT! AND THERE'S MAGNETO'S GIANT MAGNET!! THAT MUST BE WHAT WRECKED OUR SHIP!

I'LL SMASH IT WITH MY POWER BEAM!



BUT, BEFORE CYCLOPS CAN CLIMB TO THE MAIN CONTROL PLATFORM...

ONLY YOUR BLINDING SPEED CAN STOP HIM NOW! DO NOT FAIL, QUICKSILVER!



AND, IN THE SPACE OF ONE SINGLE HEARTBEAT...

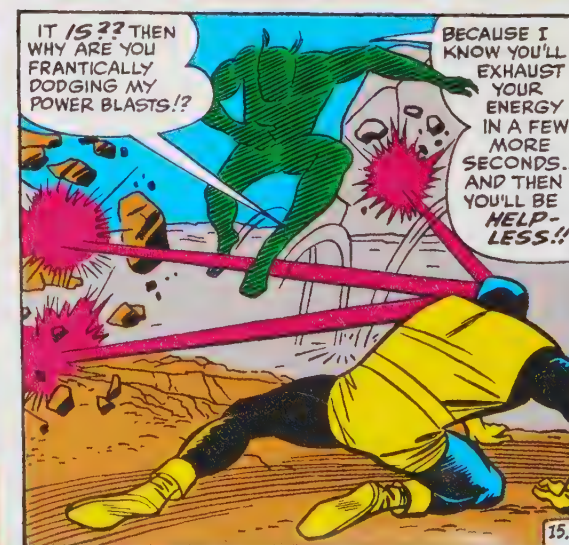
I SEEM TO HEAR SOMETHING BEHIND ME! LIKE THE OMINOUS HUM OF AN ONRUSHING HURRICANE!



AND THEN...

IT'S IMPOSSIBLE! NO ONE CAN ATTACK WITH SUCH BLINDING SPEED!

QUICKSILVER CAN! YOU WERE FOOLS TO ATTACK US! OUR STRENGTH IS FAR GREATER THAN YOURS!!



IT IS?? THEN WHY ARE YOU FRANTICALLY DODGING MY POWER BLASTS!?

BECAUSE I KNOW YOU'LL EXHAUST YOUR ENERGY IN A FEW MORE SECONDS.. AND THEN YOU'LL BE HELPLESS!!



CORRECTION..
QUICKSILVER!
NO X-MEN IS
EVER HELPLESS...
NOT WHILE
ANOTHER
X-MAN LIVES!!

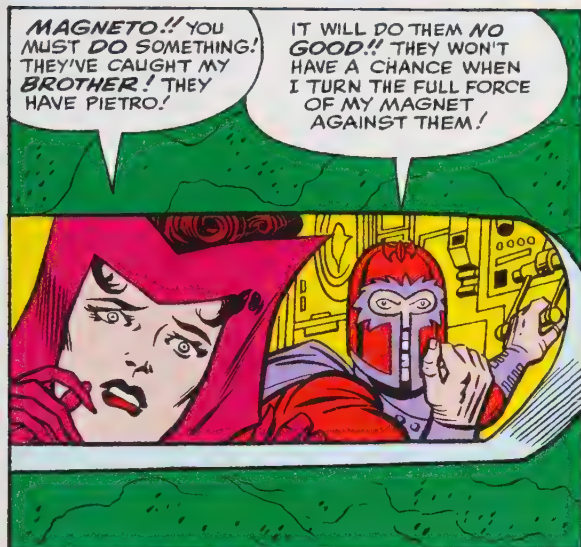
GOOD WORK, MARVEL GIRL! JUST
HOLD HIM THERE FOR A FEW MORE
SECONDS, AND THEN THE OTHERS
WILL TAKE OVER!



GRAB HIM,
ANGEL! HE'LL
BE TOO GROGGY
TO RESIST FOR
A WHILE!

CAPTURING QUICKSILVER WAS
NO MEAN FEAT, HONEY!

LET HIM
DROP... I'LL
CATCH HIM!



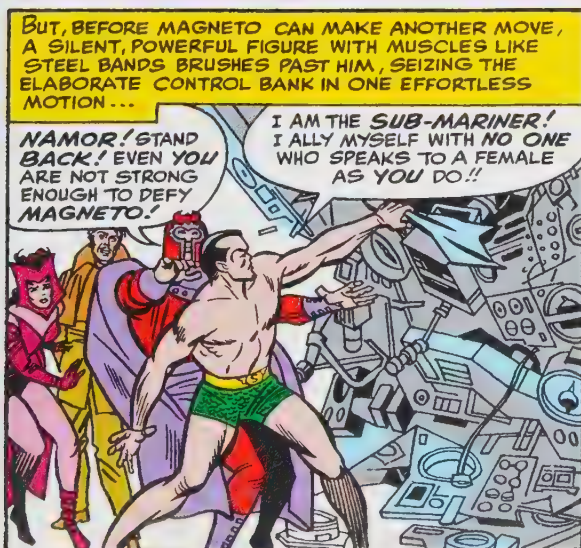
MAGNETO!! YOU
MUST DO SOMETHING!
THEY'VE CAUGHT MY
BROTHER! THEY
HAVE PIETRO!

IT WILL DO THEM NO
GOOD!! THEY WON'T
HAVE A CHANCE WHEN
I TURN THE FULL FORCE
OF MY MAGNET
AGAINST THEM!



NO! YOU
CAN'T! MY
BROTHER
IS WITH
THEM!

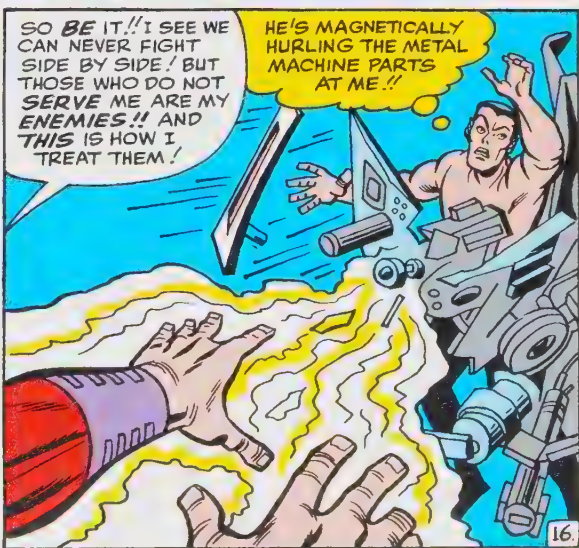
STOP YOUR SNIVELLING!
I MAKE THE DECISIONS
HERE! ABIDE BY THEM,
OR SUFFER THE SAME
FATE YOURSELF!



BUT, BEFORE MAGNETO CAN MAKE ANOTHER MOVE,
A SILENT, POWERFUL FIGURE WITH MUSCLES LIKE
STEEL BANDS BRUSHES PAST HIM, SEIZING THE
ELABORATE CONTROL BANK IN ONE EFFORTLESS
MOTION...

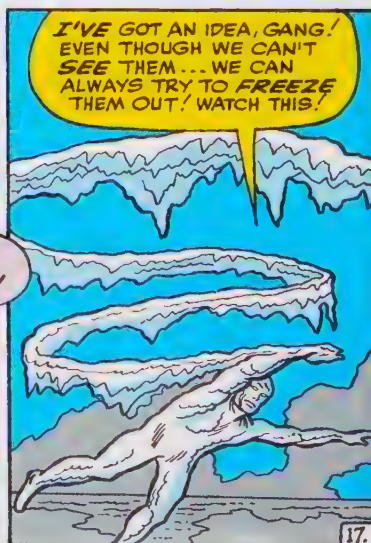
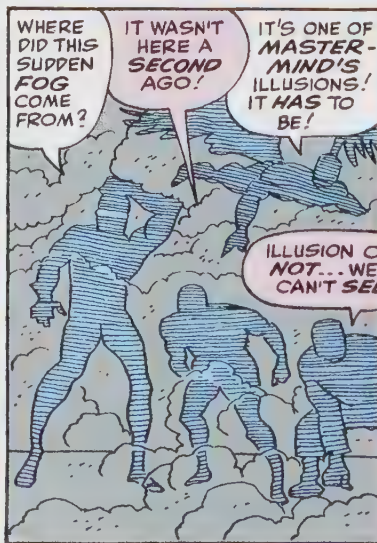
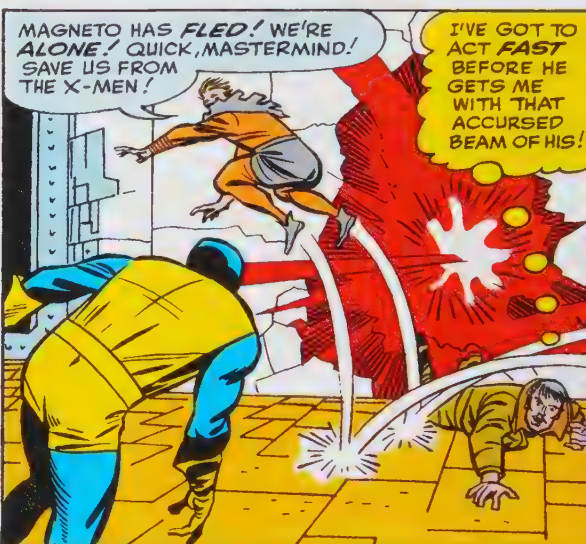
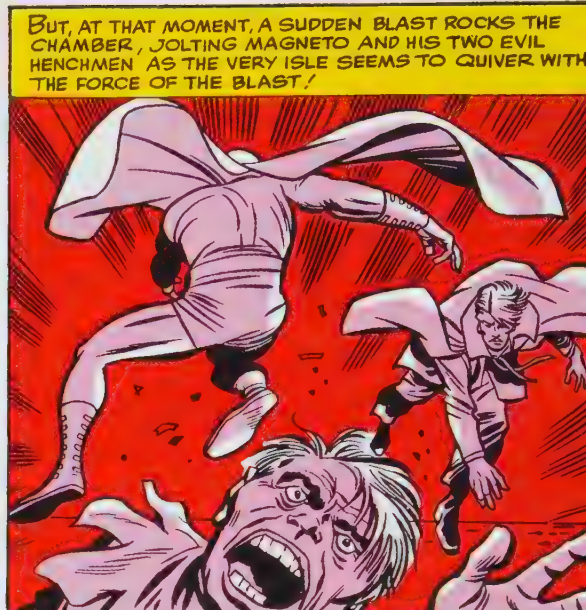
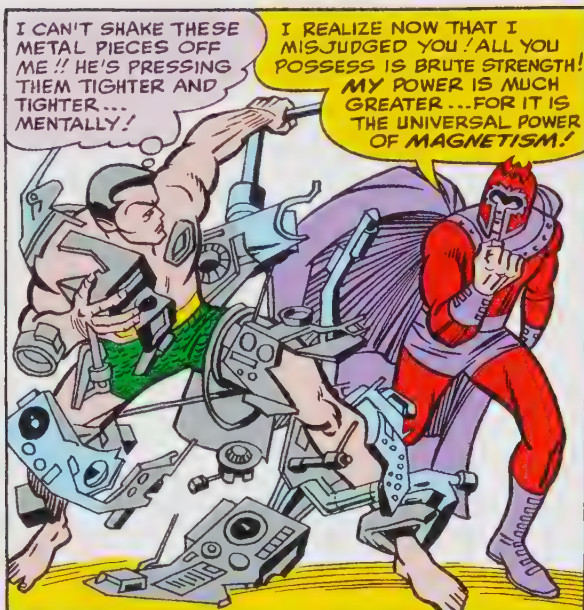
NAMOR! STAND
BACK! EVEN YOU
ARE NOT STRONG
ENOUGH TO DEFEAT
MAGNETO!

I AM THE SUB-MARINER!
I ALLY MYSELF WITH NO ONE
WHO SPEAKS TO A FEMALE
AS YOU DO!!



SO BE IT!! I SEE WE
CAN NEVER FIGHT
SIDE BY SIDE! BUT
THOSE WHO DO NOT
SERVE ME ARE MY
ENEMIES!! AND
THIS IS HOW I
TREAT THEM!

HE'S MAGNETICALLY
HURLING THE METAL
MACHINE PARTS
AT ME!!





QUICK! THROUGH THIS IRON DOOR BEFORE YOU'RE FROZEN INTO IMMOBILITY!

THOSE BLASTED TEEN-AGERS WON'T EVER STAY BEATEN!



SCARLET WITCH!! HURRY! I'VE GOT TO SEAL THIS DOOR!!

NO! I WON'T LEAVE WITHOUT MY BROTHER! I CAN'T DESERT PIETRO!



HAVE IT YOUR OWN WAY, THEN! **MY** SAFETY IS ALL THAT MATTERS! ONLY THROUGH **MY** LEADERSHIP CAN **HOMO SUPERIOR** TAKE OVER THE EARTH!

WE DON'T NEED **HER**, MASTER **HER**. LOYALTY TO YOU ISN'T AS GREAT AS **MINE**!

LOYALTY! **BAH!** I RULE BY FEAR ALONE!

MEANWHILE, HEARING THE IRON DOOR SHUT, ICEMAN DEFROSTS THE CHAMBER, AND, AS THE ILLUSIONARY FOG

CAREFUL! WE'RE LOCKED IN HERE WITH **SUB-MARINER** AND THE **SCARLET WITCH**!

WHAT DO WE DO NOW?

KEEP CALM! WE'VE GOT TO PLAY THIS BY EAR!

WHAT HAVE YOU DONE WITH **QUICKSILVER**? I DEMAND THAT YOU RELEASE HIM!

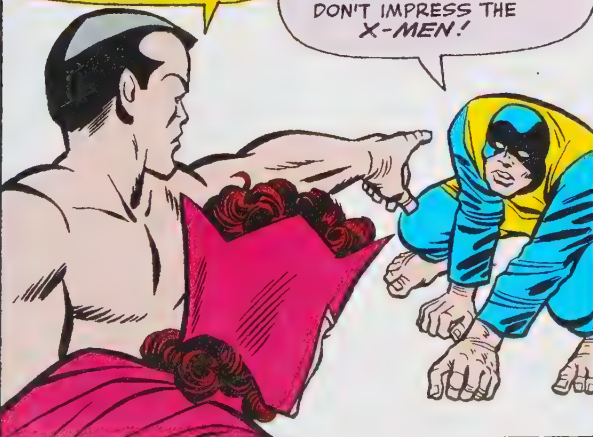
WITH **MAGNETO** GONE, THESE PIECES OF METAL ARE NO LONGER MAGNETIZED TO MY BODY! AND NOW...

YOU'RE IN NO POSITION TO IMPOSE DEMANDS ON US!



THE **SUB-MARINER** COMMANDS YOU TO OBEY THE FEMALE! SET **QUICKSILVER** FREE!

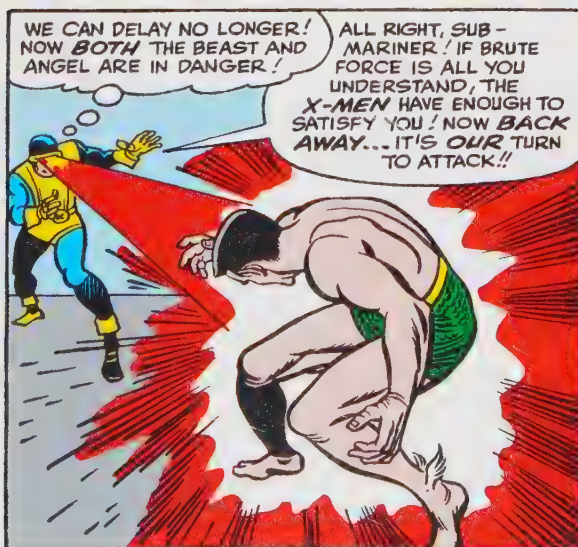
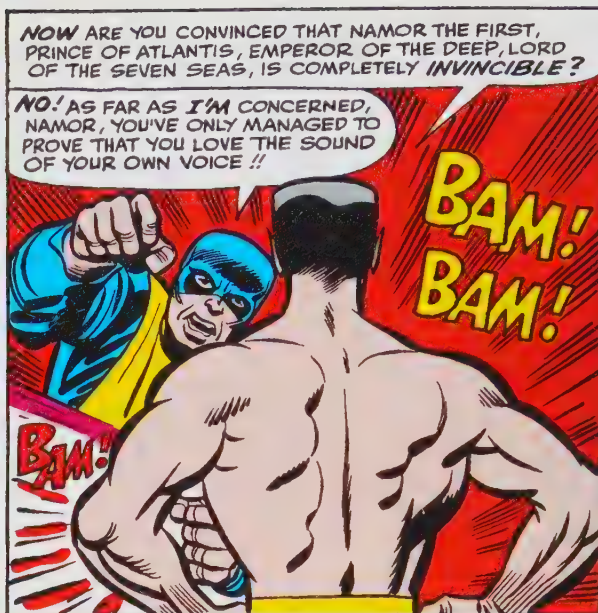
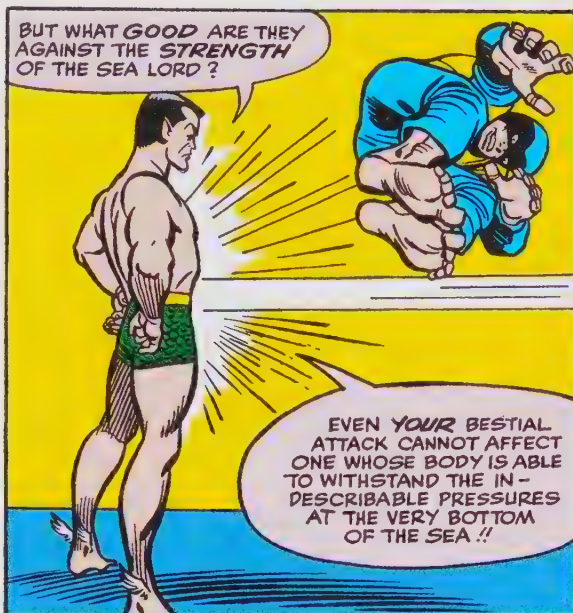
LOOK, YOU PISCATORIAL PIRATE... YOU MAY BE **MR. BIG** WHEN YOU'RE IN THE BRINY DEEP, BUT YOUR IMPERIAL IDIOSYNCRASIES DON'T IMPRESS THE **X-MEN**!



FOOL! IT WILL TAKE MORE THAN A FANCY VOCABULARY TO STOP **PRINCE NAMOR**!



AND I'VE GOT MORE! I ALSO POSSESS **SPEED** AND **AGILITY** WHICH FAR EXCEED YOUR OWN!





DON'T UNDERESTIMATE ME, NAMOR!
DON'T MAKE ME USE MY **FULL INTENSITY!** THIS IS YOUR LAST CHANCE.

NAMOR TRIED TO **HELP** ME! I MUST RETURN THE FAVOR!
I'LL USE MY **HEX POWER** ON THE FEARLESS-
X-MAN!



NO SOONER DOES THE **SCARLET WITCH** UNLEASH HER UNCANNY **HEX**, THEN THE VERY STONES SUDDENLY LOOSEN UNDER CYCLOPS' FEET, AND...

WHA... ?? I LOST MY BALANCE!!



YOU **HAD** YOUR CHANCE, CYCLOPS! BUT NOW, BEFORE YOU CAN RECOVER YOURSELF, YOU'LL FEEL THE MIGHTY WRATH OF **NAMOR!**

HALT!



LOUDER THAN ANY HUMAN OUTCRY, THE IRRESISTIBLE **MENTAL COMMAND** OF THE MAN WHO SUDDENLY ENTERS STOPS EVERYONE IN THEIR TRACKS, AS ALL HEADS TURN... TOWARDS **PROFESSOR X!**

THERE IS NO NEED TO CONTINUE YOUR BATTLE! QUICKSILVER HAS NOT BEEN HARMED... AS YOU CAN SEE!

BUT WHY IS HE SO MOTIONLESS... SO STILL? WHY ARE HIS EYES SO LACKING IN EXPRESSION?

HE IS UNDER MY **MENTAL CONTROL!**



NO! YOU MUST NOT DO THIS DREADFUL THING! **RELEASE HIS BRAIN!** LET HIM BE AS HE WAS!

I SHALL! YOU HAVE NOTHING TO FEAR! MY FIGHT IS NOT WITH YOU... NOR WITH NAMOR! **MAGNETO** IS THE REAL ENEMY! ALL OF YOU ARE BUT **PAWNS!**



PAWNS??! WHO DARES CALL THE **SUB-MARINER** A PAWN ??! **PROTECT YOURSELVES, X-MEN!** WE'LL SEE WHICH OF US ARE THE PAWNS!!

NO, NAMOR!! PLEASE...! NOT UNTIL QUICKSILVER IS HIMSELF AGAIN! NOT UNTIL PROFESSOR X RELEASES HIS MENTAL CONTROL!

MARVEL GIRL! PUSH THE PROFESSOR TO SAFETY! WE'LL STOP NAMOR!

STAND FAST, MY X-MEN! THE **SUB-MARINER** IS NO MURDERER! HE WILL NOT STRIKE IF WE DON'T PROVOKE HIM!

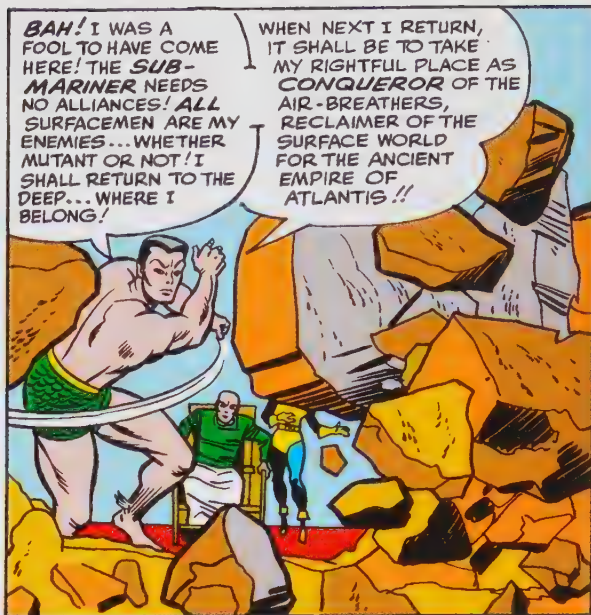
TOUCH PROFESSOR X, AND THE OCEAN WON'T BE BIG ENOUGH TO HIDE YOU, NAMOR!



AND NOW, I SHALL RELEASE QUICKSILVER! I MUST KEEP MY MIND UNFETTERED, IN READINESS FOR THE BIGGER BATTLE WITH **MAGNETO!**

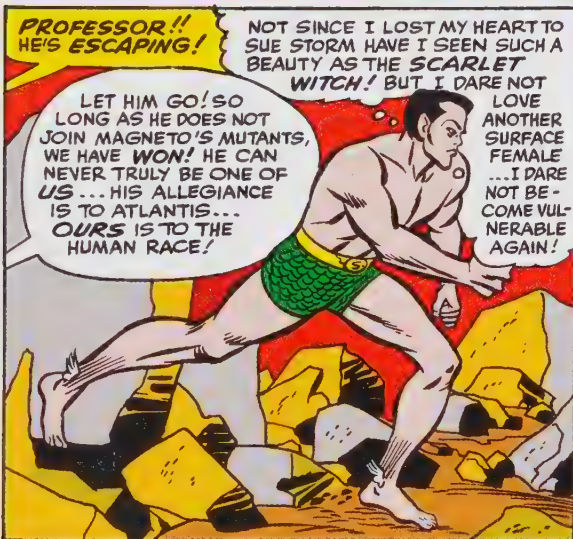
MAGNETO!! WHAT HAS HAPPENED TO HIM?? WHERE HAS HE GONE? WHAT WILL HE DO ABOUT PIETRO AND ME??

I FEEL AS THOUGH I'VE BEEN ASLEEP! MY HEAD FEELS NUMB... DAZED!



BAH! I WAS A FOOL TO HAVE COME HERE! THE **SUB-MARINER** NEEDS NO ALLIANCES! ALL SURFACEMEN ARE MY ENEMIES... WHETHER MUTANT OR NOT! I SHALL RETURN TO THE DEEP... WHERE I BELONG!

WHEN NEXT I RETURN, IT SHALL BE TO TAKE MY RIGHTFUL PLACE AS **CONQUEROR** OF THE AIR-BREATHERS, RECLAIMER OF THE SURFACE WORLD FOR THE ANCIENT EMPIRE OF ATLANTIS!!

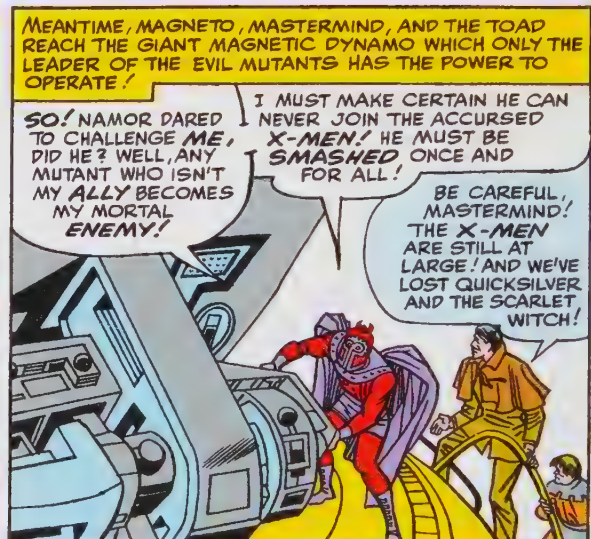


PROFESSOR!! HE'S ESCAPING!

NOT SINCE I LOST MY HEART TO SUE STORM HAVE I SEEN SUCH A BEAUTY AS THE **SCARLET WITCH!** BUT I DARE NOT

LET HIM GO! SO LONG AS HE DOES NOT JOIN **MAGNETO'S** MUTANTS, WE HAVE WON! HE CAN NEVER TRULY BE ONE OF US... HIS ALLEGIANCE IS TO ATLANTIS... **OURS** IS TO THE HUMAN RACE!

LOVE ANOTHER SURFACE FEMALE... I DARE NOT BECOME VULNERABLE AGAIN!



MEANTIME, **MAGNETO**, MASTERMIND, AND THE TOAD REACH THE GIANT MAGNETIC DYNAMO WHICH ONLY THE LEADER OF THE EVIL MUTANTS HAS THE POWER TO OPERATE!

SO! NAMOR DARED TO CHALLENGE ME, DID HE? WELL, ANY MUTANT WHO ISN'T MY ALLY BECOMES MY MORTAL ENEMY!

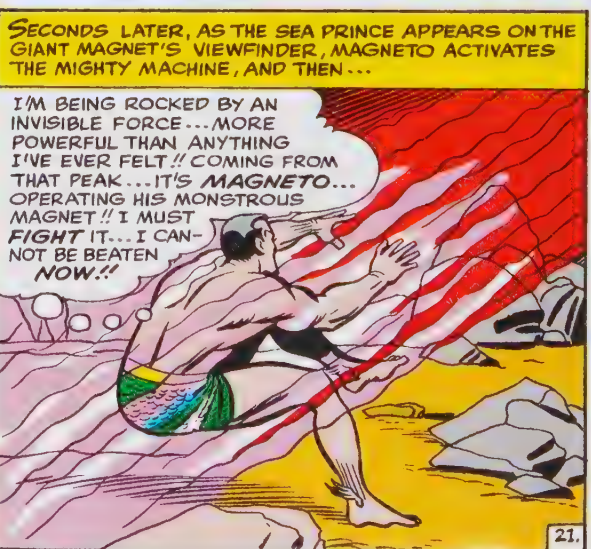
I MUST MAKE CERTAIN HE CAN NEVER JOIN THE ACCURSED **X-MEN!** HE MUST BE **SMASHED** ONCE AND FOR ALL!

BE CAREFUL, MASTERMIND! THE **X-MEN** ARE STILL AT LARGE! AND WE'VE LOST QUICKSILVER AND THE **SCARLET WITCH!**



HOW **LITTLE** YOU KNOW! ONCE **NAMOR** IS DESTROYED, THE **X-MEN** WILL BE NEXT! AND THEN, QUICKSILVER AND HIS SISTER WILL REJOIN US! THERE IS **NO WAY** TO LEAVE **MAGNETO'S** MUTANTS... EXCEPT BY DEATH!!

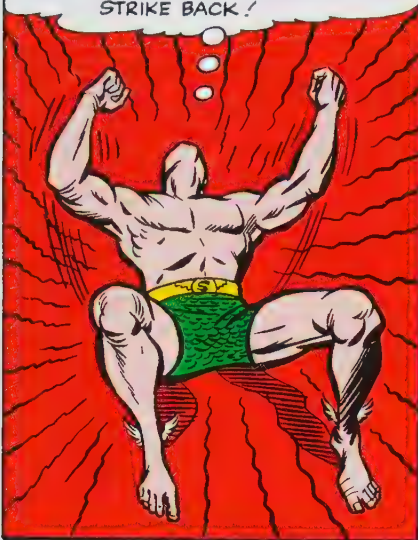
NOW BE **SILENT!** I WANT TO ENJOY NAMOR'S DEFEAT!!



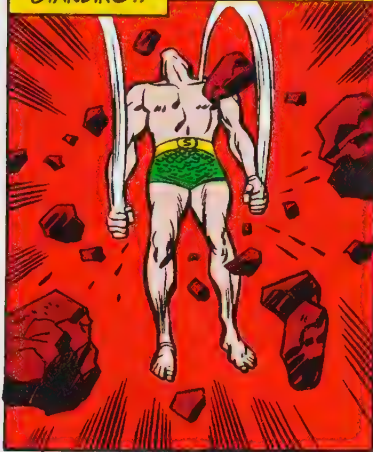
SECONDS LATER, AS THE SEA PRINCE APPEARS ON THE GIANT MAGNET'S VIEWFINDER, **MAGNETO** ACTIVATES THE MIGHTY MACHINE, AND THEN...

I'M BEING ROCKED BY AN INVISIBLE FORCE... MORE POWERFUL THAN ANYTHING I'VE EVER FELT!! COMING FROM THAT PEAK... IT'S **MAGNETO**... OPERATING HIS MONSTROUS MAGNET!! I MUST **FIGHT** IT... I CANNOT BE BEATEN **NOW!!**

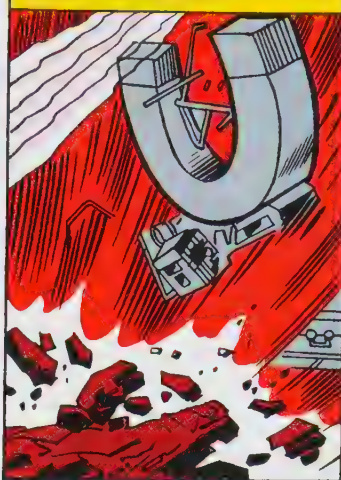
IT'S FORCING ME TO THE GROUND...
CRUSHING ME DOWN...DOWN...I'VE
ONLY ONE CHANCE...ONE WAY TO
STRIKE BACK!



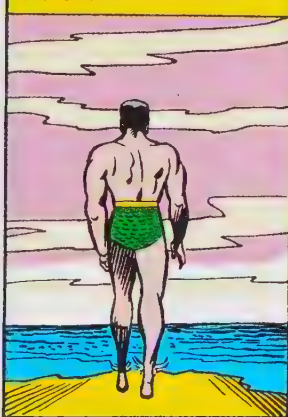
FLEXING HIS MORE THAN HUMAN
MUSCLES UNTIL THEY STAND OUT
LIKE TAUT STEEL BANDS, THE
SUB-MARINER SMASHES HIS TWO
MIGHTY FISTS DOWN INTO THE
GROUND WITH A FORCE BEYOND
THE POWER OF HUMAN UNDER-
STANDING!!



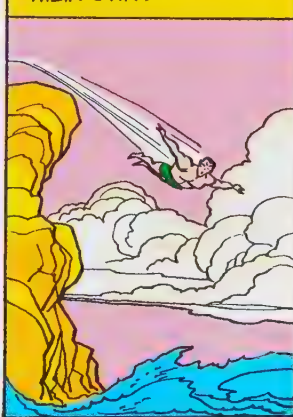
SO SHATTERING IS THE IMPACT
THAT IT CAUSES THE ENTIRE ISLE
TO QUIVER...AS THE GIANTIC
MAGNET PITCHES FORWARD,
SHAKEN LOOSE FROM ITS
ROCKY FOUNDATION!



WITHOUT A WORD, WITHOUT
A BACKWARD GLANCE,
THE AWESOME NAMOR
RISES AND SLOWLY,
IMPERIOUSLY, APPROACHES
THE SEA...



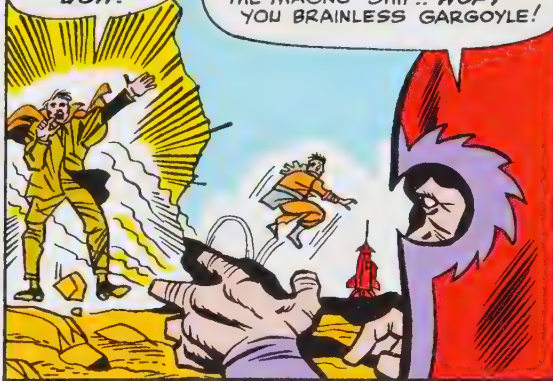
THEN, WITH ONE BREATH-
TAKING DIVE, THE RULER OF
THE DEEP RETURNS TO HIS
DOMAIN! THE OCEAN
DEPTHS HAVE CLAIMED
THEIR OWN!



AS FOR MAGNETO...NEVER BEFORE HAS SUCH
ANGER, SUCH LIVID RAGE BEEN SEEN ON THE FACE
OF THE EVIL MUTANT!

WE'VE LOST!
NAMOR BEAT
US!! HE...
UGH!

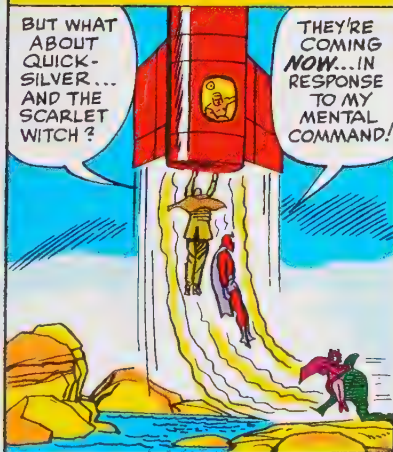
SILENCE!! NO ONE
BEATS MAGNETO!! HE MERELY
ESCAPED MY VENGEANCE FOR
THE PRESENT! TOAD! INTO
THE MAGNO-SHIP!! HOP,
YOU BRAINLESS GARGOYLE!



WITHIN SECONDS, MAGNETO'S SHIP,
WITH THE TREMBLING TOAD AT THE
CONTROLS, RAISES THE TWO
MUTANTS MAGNETICALLY...

BUT WHAT
ABOUT
QUICK-
SILVER...
AND THE
SCARLET
WITCH?

THEY'RE
COMING
NOW...IN
RESPONSE
TO MY
MENTAL
COMMAND!



LOOK! OUR
PRISONERS
ARE
ESCAPING!

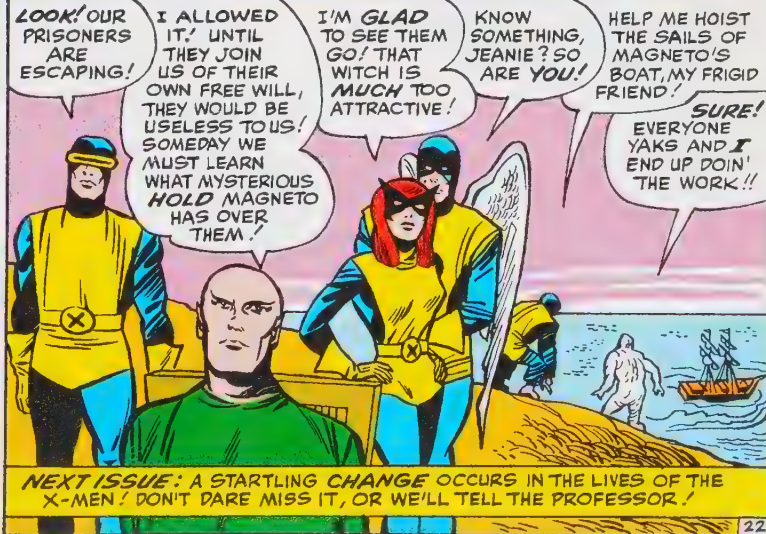
I ALLOWED
IT! UNTIL
THEY JOIN
US OF THEIR
OWN FREE WILL,
THEY WOULD BE
USELESS TO US!
SOMEDAY WE
MUST LEARN
WHAT MYSTERIOUS
HOLD MAGNETO
HAS OVER
THEM!

I'M GLAD
TO SEE THEM
GO! THAT
WITCH IS
MUCH TOO
ATTRACTIVE!

KNOW
SOMETHING,
JEANIE? SO
ARE YOU!

HELP ME HOIST
THE SAILS OF
MAGNETO'S
BOAT, MY FRIGID
FRIEND!

SURE!
EVERYONE
YAKS AND I
END UP DOIN'
THE WORK!!



NEXT ISSUE: A STARTLING CHANGE OCCURS IN THE LIVES OF THE
X-MEN! DON'T DARE MISS IT, OR WE'LL TELL THE PROFESSOR!

AN
X-MEN
X-TRA

SPECIAL PIN-UP PAGE

"CYCLOPS"



*Sincerely Yours,
Scott Summers*



MARVEL
COMICS
GROUP 12¢

the X-MEN

APPROVED
BY THE
COMICS
CODE
AUTHORITY

IND.

7
SEPT.

"THE RETURN OF
THE
BLOB!"

THE SURPRISE
OF THE YEAR!
IN THIS JAM-PACKED
ISSUE, YOU WILL MEET...
the X-MEN'S
NEW LEADER!

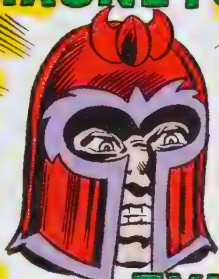


ALSO CO-FEATURING:
THE EVIL YOU-KNOW-WHO'S

X-MEN

THE MOST UNUSUAL
TEEN-AGERS OF
ALL TIME...

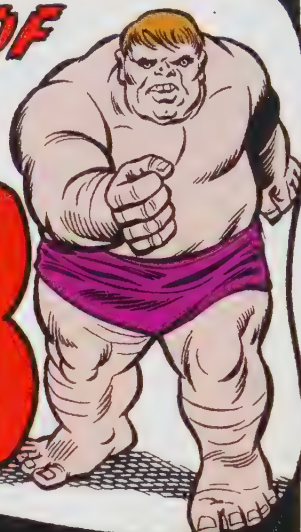
CO-STARRING
MAGNETO



AND HIS **EVIL
MUTANTS**

THE RETURN OF THE

BLOB



WRITTEN	WITH ALL THE SPELL-BINDING SKILL OF :	STAN LEE
DRAWN	WITH ALL THE TITANIC TALENT OF :	JACK KIRBY
INKED	WITH ALL THE VIBRANT VERVE OF :	CHIC STONE
LETTERED	WITH ALL THE WORDS SPOelled RIGHT BY :	ART SIMEK

300
250
100
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IT'S COME AT LAST! THE MOMENT WE'VE BEEN WAITING FOR! WE ARE LOOKING AT THE UNCANNY **X-MEN**, ACCOMPANIED BY PROFESSOR XAVIER, AS THEY POSE BEFORE AN AUTOMATIC CAMERA ON THEIR **GRADUATION DAY!** BUT, PERHAPS THEIR SMILES WOULD NOT COME SO EASILY IF THEY COULD SUSPECT THE INCREDIBLE **DANGERS** THEY WILL SOON BE FACING!

x-768

THEN, AFTER THE MEMORABLE PHOTO HAS BEEN SNAPPED,...

PROFESSOR, I'VE BEEN WAITING FOR A CHANCE TO TELL YOU HOW MUCH I APPRECIATE ALL YOU'VE DONE FOR ME --AND FOR ALL OF US!

NONSENSE, SCOTT! ALL I DID WAS TAKE THE TALENT ALL OF YOU ALREADY HAD, AND CHANNEL IT IN THE RIGHT DIRECTION! YOU YOUNGSTERS DID ALL THE WORK!

DID THE PICTURE COME OUT OKAY, BOBBY?

DON'T ASK ME, PAL--ASK THE CAMERA!

BUT WITHOUT YOU, WE'D HAVE REMAINED MISFITS, IN A WORLD THAT COULD NEVER UNDERSTAND US-- WITH NO PURPOSE, NO GOALS!

PERHAPS WE SHOULD SEND A PHOTO TO MAGNETO, WITH A SUITABLE INSCRIPTION, SUCH AS: "ALWAYS THINKING OF YOU!"

NOW THAT THE CEREMONY IS OVER, I'D BEST RETURN TO MY CHAIR--

LET ME HELP YOU, SIR!

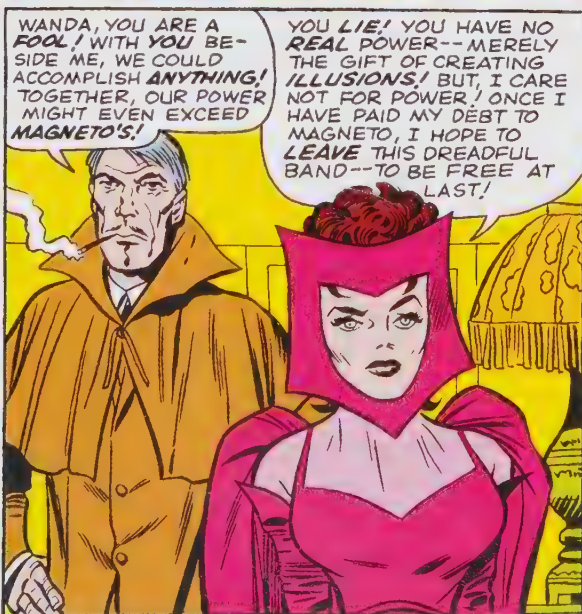
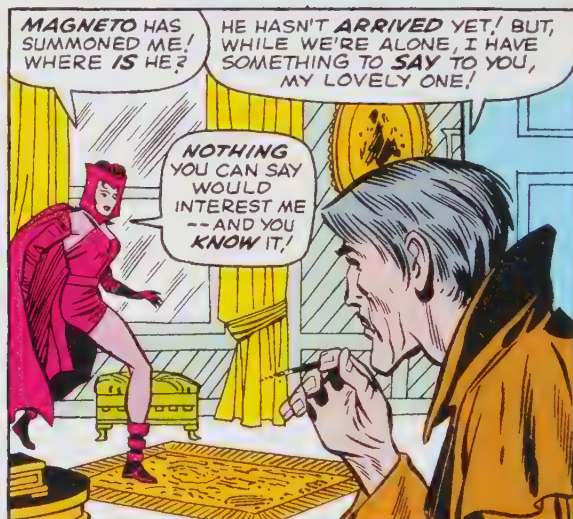
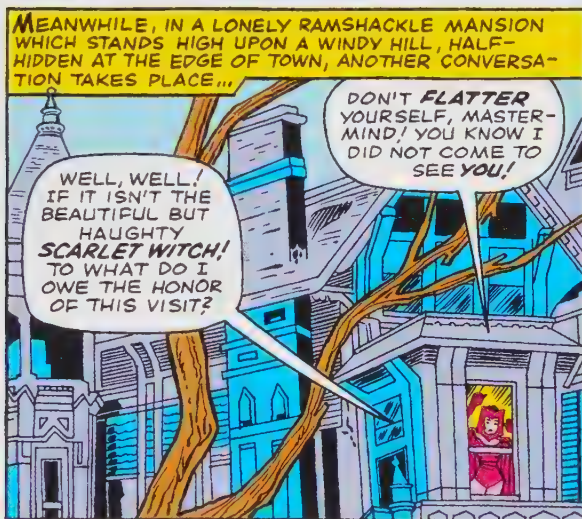
THANK YOU, JEAN! YOU'VE MASTERED YOUR TELEKINETIC POWER PERFECTLY!

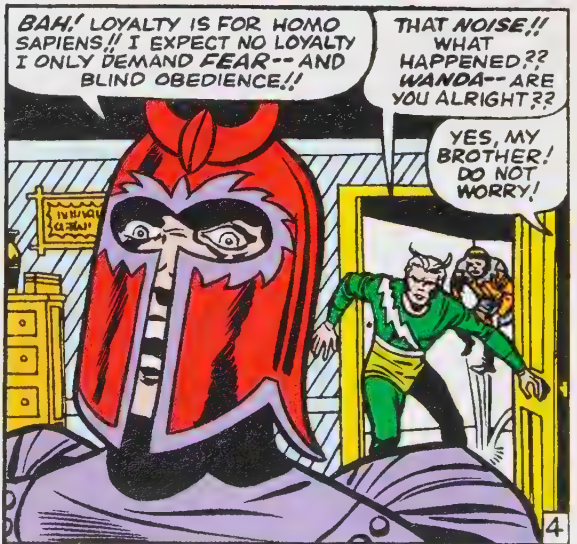
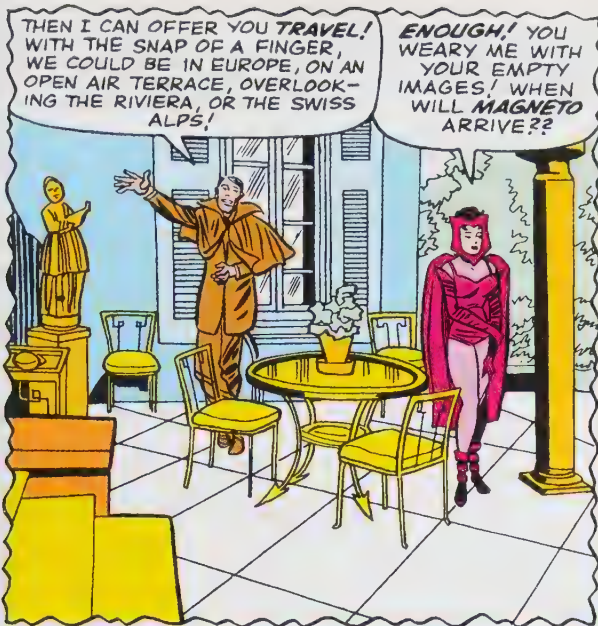
JUST AS ALL OF YOU HAVE MASTERED YOUR MUTANT POWERS TO MY COMPLETE SATISFACTION! THERE IS NOTHING MORE THAT I CAN TEACH YOU!

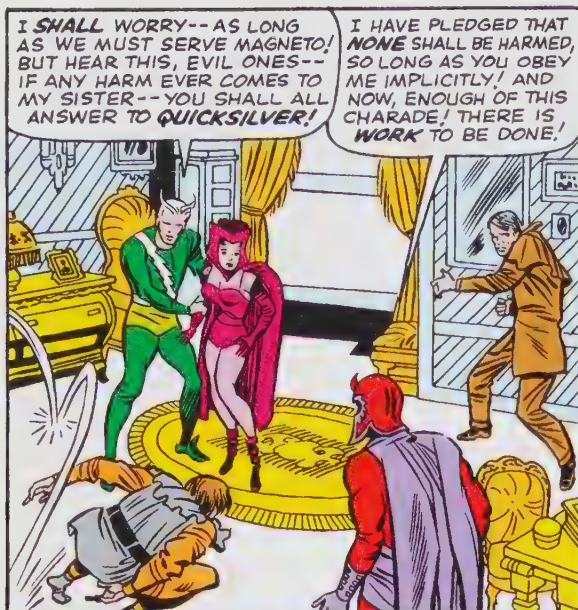
SAY, PROF--I JUST NOTICED--MY DIPLOMA'S A BLANK! THERE'S NO WRITING ON IT!

NATURALLY, MY UNCOMPREHENDING FRIEND! IT WAS JUST A PROP FOR THE PHOTO! YOU WOULDN'T EXPECT A DIPLOMA WHICH REVEALS TO THE WORLD THAT YOU ARE A FULL-FLEDGED X-MAN, WOULD YOU?

AS A MATTER OF FACT, I DO HAVE DIPLOMAS FOR YOU WHICH TESTIFY THAT YOU'VE SUCCESSFULLY COMPLETED YOUR NORMAL PREP SCHOOL CURRICULUM--AS INDEED YOU HAVE DONE!

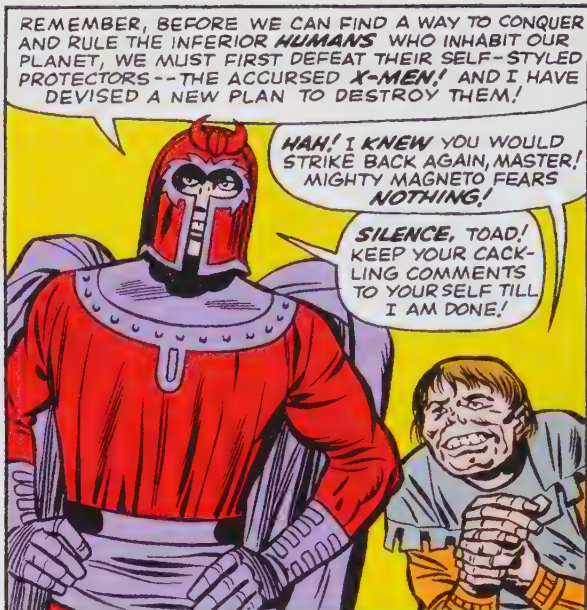






I **SHALL** WORRY-- AS LONG AS WE MUST SERVE MAGNETO! BUT HEAR THIS, EVIL ONES-- IF ANY HARM EVER COMES TO MY SISTER-- YOU SHALL ALL ANSWER TO **QUICKSILVER!**

I HAVE PLEDGED THAT **NONE** SHALL BE HARMED, SO LONG AS YOU OBEY ME IMPLICITLY! AND NOW, ENOUGH OF THIS CHARADE! THERE IS **WORK** TO BE DONE!



REMEMBER, BEFORE WE CAN FIND A WAY TO CONQUER AND RULE THE INFERIOR **HUMANS** WHO INHABIT OUR PLANET, WE MUST FIRST DEFEAT THEIR SELF-STYLED PROTECTORS--THE ACCURSED **X-MEN!** AND I HAVE DEVISED A NEW PLAN TO DESTROY THEM!

HAH! I **KNEW** YOU WOULD STRIKE BACK AGAIN, MASTER! MIGHTY MAGNETO FEARS **NOTHING!**

SILENCE, TOAD! KEEP YOUR CACKLING COMMENTS TO YOURSELF TILL I AM DONE!



WHILE BACK AT THE X-MEN'S SECRET SCHOOL...

SCOTT, WOULD YOU ACCOMPANY ME TO THE WEST WING?

CERTAINLY, SIR!

STRANGE! THIS IS THE ONE SECTION THAT HAD BEEN "OFF-LIMITS" TO US!



I IMAGINE THAT YOU HAVE LONG WONDERED WHAT IS **KEPT** IN THIS DARKENED, LOCKED SECTION OF THE SCHOOL!

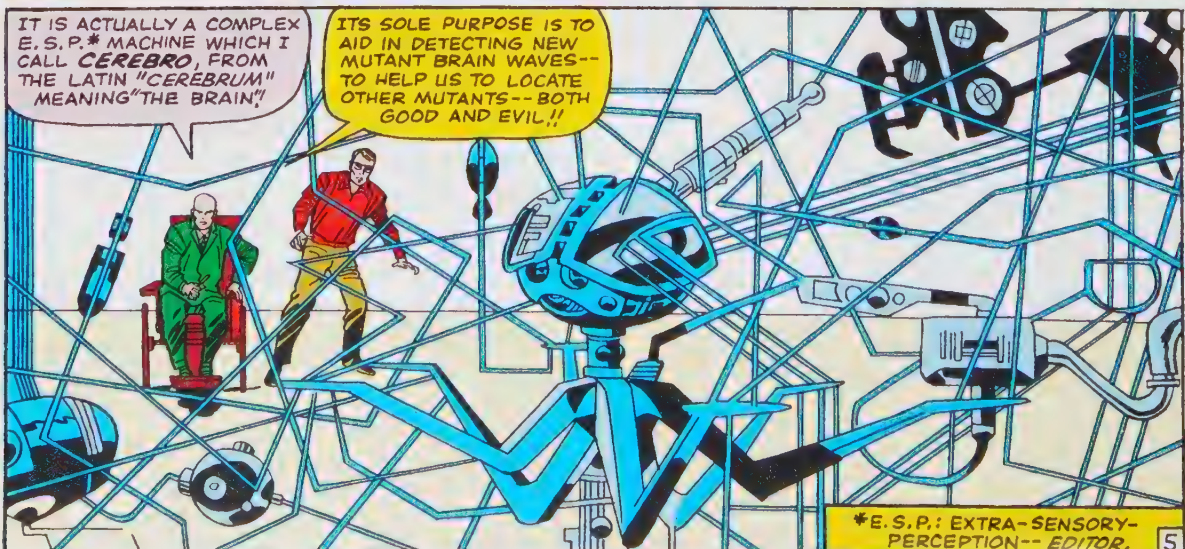
YES SIR! WE HAVE ALL BEEN CURIOUS ABOUT IT FOR MONTHS!



THEN, AFTER THE LIGHTS ARE TURNED ON...

GOSH! WHAT IS ALL THAT???

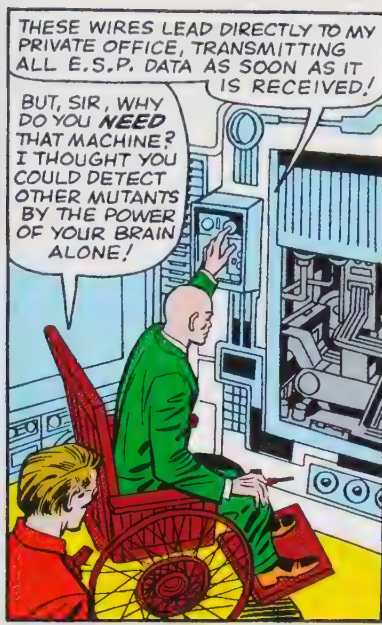
SOMETHING I'VE BEEN WORKING ON FOR A LONG LONG TIME! YOU ARE THE ONLY OTHER PERSON WHO WILL SHARE MY SECRET!



IT IS ACTUALLY A COMPLEX E.S.P.* MACHINE WHICH I CALL **CEREBRO**, FROM THE LATIN "**CEREBRUM**" MEANING "THE BRAIN!"

ITS SOLE PURPOSE IS TO AID IN DETECTING NEW MUTANT BRAIN WAVES-- TO HELP US TO LOCATE OTHER MUTANTS-- BOTH GOOD AND EVIL!!

*E.S.P.: EXTRA-SENSORY-PERCEPTION-- EDITOR.



THESE WIRES LEAD DIRECTLY TO MY PRIVATE OFFICE, TRANSMITTING ALL E.S.P. DATA AS SOON AS IT IS RECEIVED!

BUT, SIR, WHY DO YOU **NEED** THAT MACHINE? I THOUGHT YOU COULD DETECT OTHER MUTANTS BY THE POWER OF YOUR BRAIN ALONE!



TRUE, SCOTT! I PERSONALLY HAVE LITTLE NEED FOR SUCH APPARATI! BUT, WHILE I AM GONE, THE ONE WHO **REPLACES** ME WILL FIND IT MOST USEFUL!

THE ONE-- WHO **REPLACES** YOU??

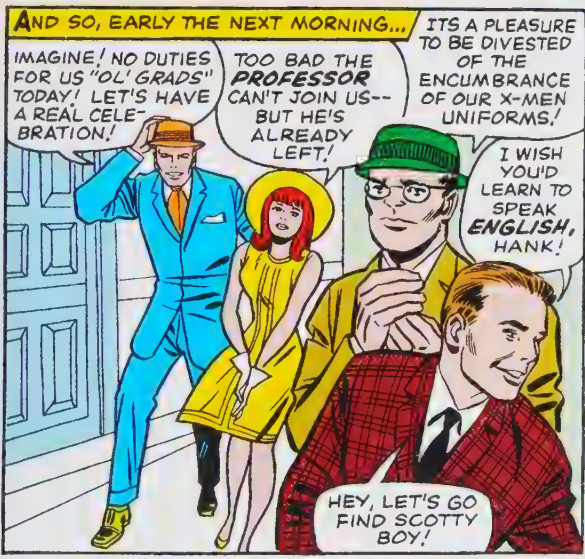


EXACTLY! I HAVE DECIDED THAT **YOU**, THE X-MAN KNOWN AS **CYCLOPS**, SHALL BE GROUP LEADER UNTIL I RETURN!

ME?? BUT, SIR-- THE **BEAST** IS A BETTER SCHOLAR--WHILE **ANGEL** IS MORE AGGRESSIVE, AND--!

BUT IT IS **YOU** WHO POSSESSES THE RARE QUALITY OF **LEADERSHIP**!

MY DECISION STANDS!



AND SO, EARLY THE NEXT MORNING...

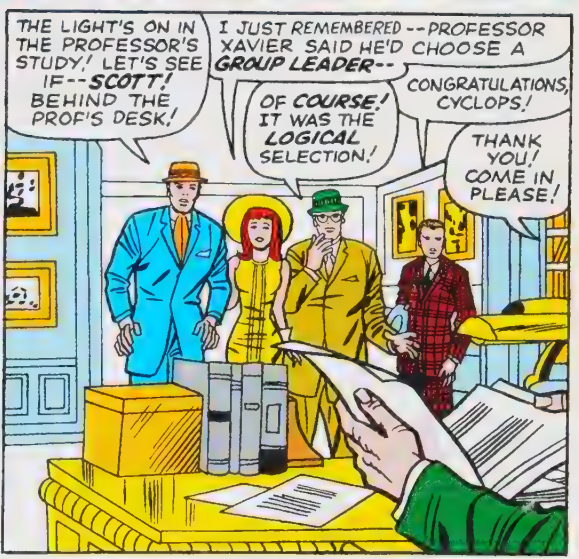
IMAGINE! NO DUTIES FOR US "OL' GRADS" TODAY! LET'S HAVE A REAL CELEBRATION!

TOO BAD THE **PROFESSOR** CAN'T JOIN US-- BUT HE'S ALREADY LEFT!

IT'S A PLEASURE TO BE DIVESTED OF THE ENCUMBRANCE OF OUR X-MEN UNIFORMS!

I WISH YOU'D LEARN TO SPEAK **ENGLISH**, HANK!

HEY, LET'S GO FIND SCOTTY BOY!



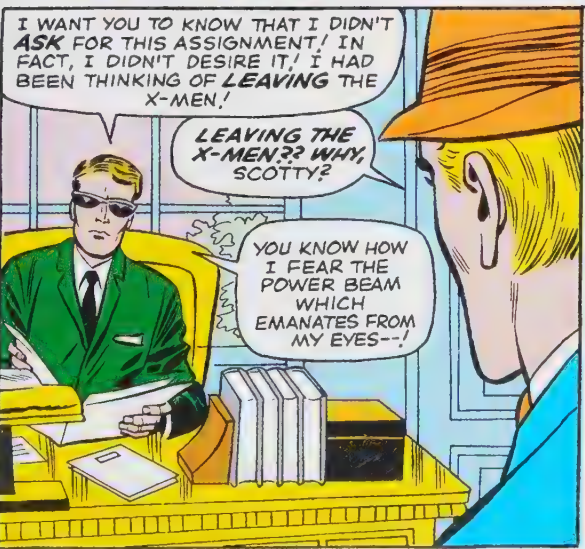
THE LIGHT'S ON IN THE PROFESSOR'S STUDY! LET'S SEE IF-- **SCOTT**! BEHIND THE PROF'S DESK!

I JUST REMEMBERED--PROFESSOR XAVIER SAID HE'D CHOOSE A **GROUP LEADER**--

OF COURSE! IT WAS THE **LOGICAL** SELECTION!

CONGRATULATIONS, **CYCLOPS**!

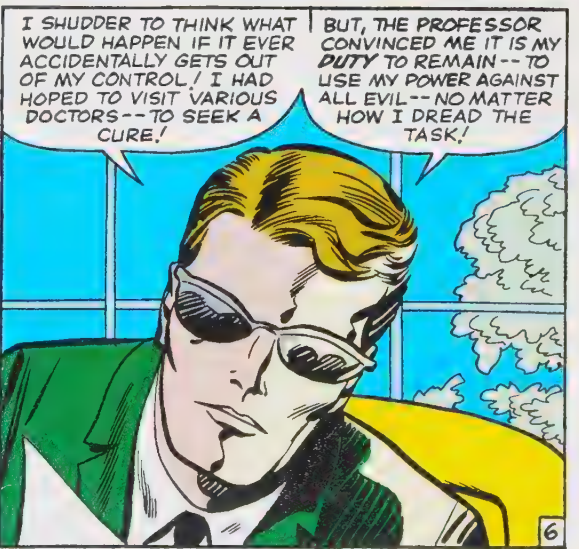
THANK YOU! COME IN PLEASE!



I WANT YOU TO KNOW THAT I DIDN'T **ASK** FOR THIS ASSIGNMENT! IN FACT, I DIDN'T DESIRE IT! I HAD BEEN THINKING OF **LEAVING** THE X-MEN!

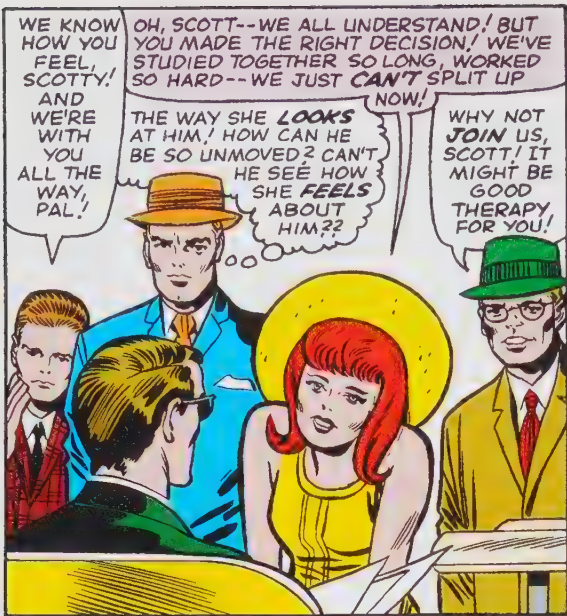
LEAVING THE X-MEN?? WHY, SCOTTY?

YOU KNOW HOW I FEAR THE POWER BEAM WHICH EMANATES FROM MY EYES--!



I SHUDDER TO THINK WHAT WOULD HAPPEN IF IT EVER ACCIDENTALLY GETS OUT OF MY CONTROL! I HAD HOPED TO VISIT VARIOUS DOCTORS--TO SEEK A CURE!

BUT, THE PROFESSOR CONVINCED ME IT IS MY **DUTY** TO REMAIN--TO USE MY POWER AGAINST ALL EVIL--NO MATTER HOW I DREAD THE TASK!

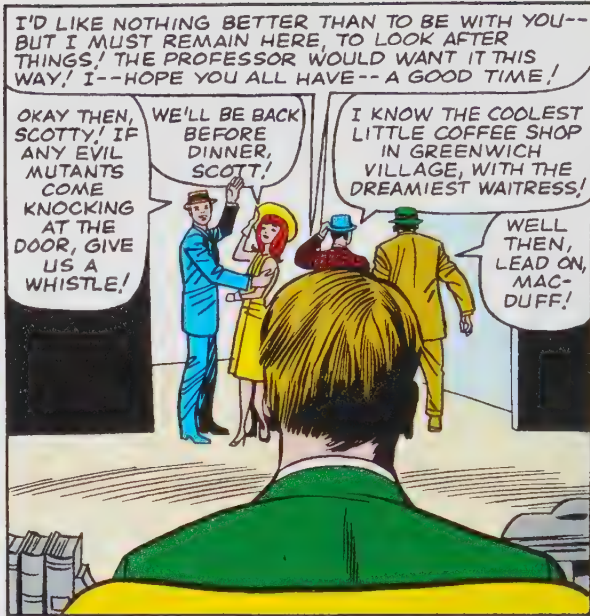


WE KNOW HOW YOU FEEL, SCOTTY! AND WE'RE WITH YOU ALL THE WAY, PAL!

OH, SCOTT--WE ALL UNDERSTAND! BUT YOU MADE THE RIGHT DECISION! WE'VE STUDIED TOGETHER SO LONG, WORKED SO HARD--WE JUST CAN'T SPLIT UP NOW!

THE WAY SHE LOOKS AT HIM! HOW CAN HE BE SO UNMOVED? CAN'T HE SEE HOW SHE FEELS ABOUT HIM??

WHY NOT JOIN US, SCOTT? IT MIGHT BE GOOD THERAPY FOR YOU!



OKAY THEN, SCOTTY! IF ANY EVIL MUTANTS COME KNOCKING AT THE DOOR, GIVE US A WHISTLE!

WE'LL BE BACK BEFORE DINNER, SCOTT!

I KNOW THE COOLEST LITTLE COFFEE SHOP IN GREENWICH VILLAGE, WITH THE DREAMIEST WAITRESS!

WELL THEN, LEAD ON, MAC-DUFF!



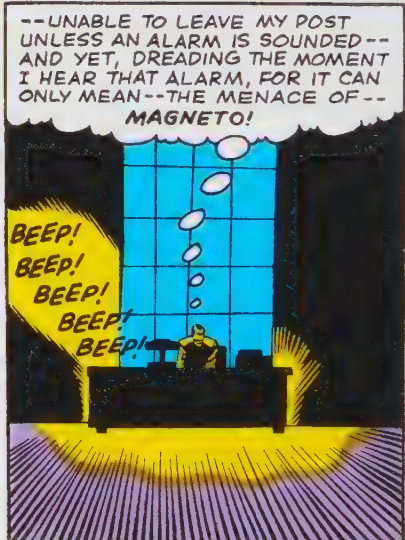
THEY'VE GONE! AND HERE I SIT--ALONE! NOW, FOR THE FIRST TIME, I CAN REALIZE HOW IT MUST HAVE BEEN FOR THE PROFESSOR, ALL THOSE LONG MONTHS-- ALWAYS APART-- ALWAYS ALONE...



SLOWLY, THOUGHTFULLY, THE X-MAN KNOWN AS CYCLOPS SLIDES THE TOP PANEL OF HIS DESK BACK, REVEALING AN ARRAY OF COMPLEX ELECTRONIC CONTROLS...

NOW TO LISTEN TO THE STEADY DRONE OF CYBERNO'S "VOICE"...

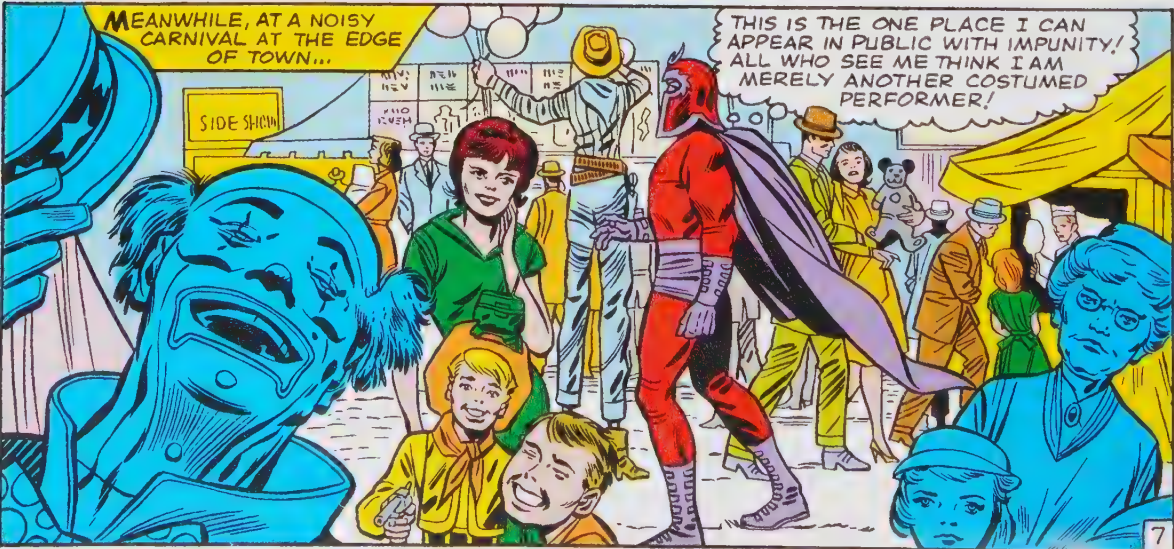
BEEP!
BEEP!
BEEP!
BEEP!



--UNABLE TO LEAVE MY POST UNLESS AN ALARM IS SOUNDED-- AND YET, DREADING THE MOMENT I HEAR THAT ALARM, FOR IT CAN ONLY MEAN--THE MENACE OF--

MAGNETO!

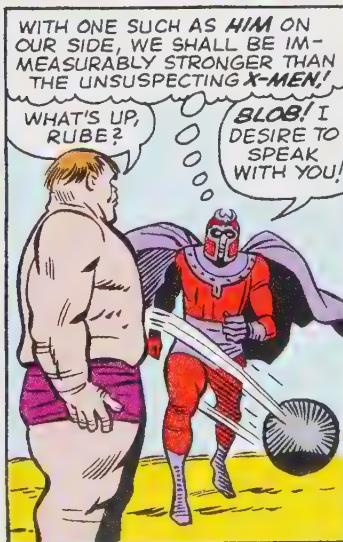
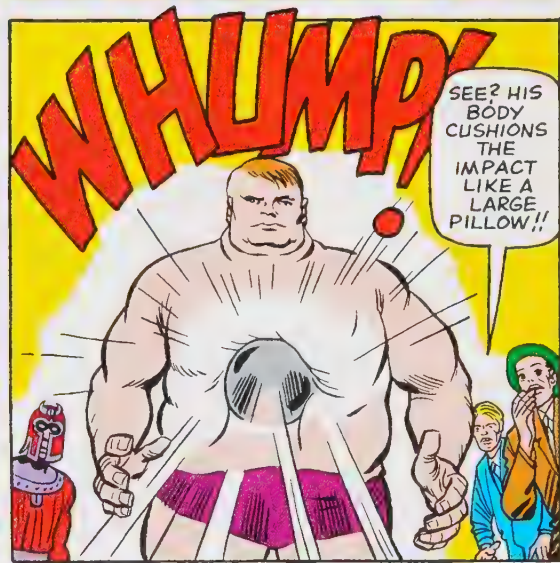
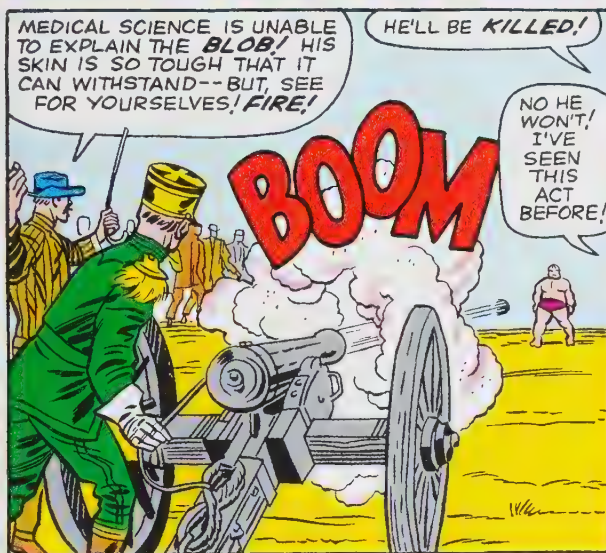
BEEP!
BEEP!
BEEP!
BEEP!
BEEP!

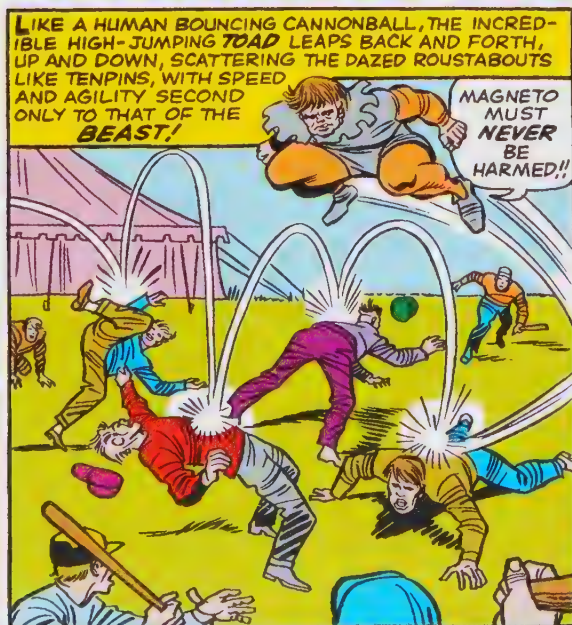
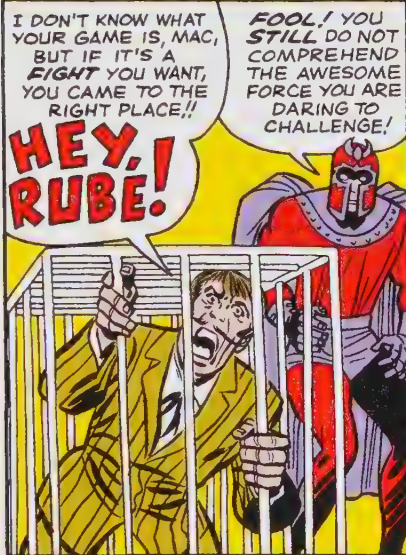
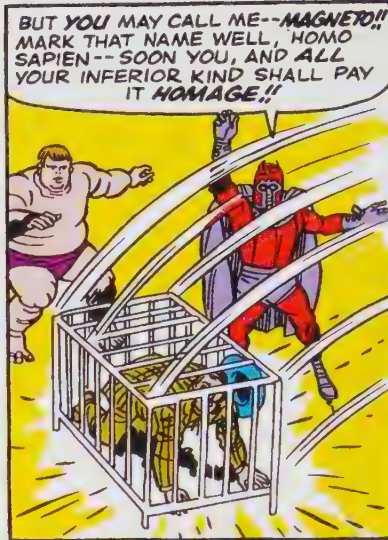


MEANWHILE, AT A NOISY CARNIVAL AT THE EDGE OF TOWN...

SIDE SHOW

THIS IS THE ONE PLACE I CAN APPEAR IN PUBLIC WITH IMPUNITY! ALL WHO SEE ME THINK I AM MERELY ANOTHER COSTUMED PERFORMER!





POSSESSED OF A SPEED MANY TIMES GREATER THAN ANY NORMAL HOMO SAPIEN COULD HOPE TO ATTAIN, THE MUTANT **QUICKSILVER** STARTLES AND CONFUSES THE STUNNED HUMANS!



IT AINT **POSSIBLE!** HE'S SO FAST YOU CAN HARDLY SEE HIM!

AND THEN...

HEY!! LOOK WHAT HAPPENED TO MY STAKE DRIVER !!!

MINE TOO! W-WE MUST BE **DREAMIN'!!**



THIS AINT A **DREAM!!** IT'S A LIVIN' NIGHTMARE!

OUTTA NOWHERE --A VOLCANO-- ERUPTIN' RIGHT ON THE CARNY GROUNDS!!



SO! YOU CALL MY GREAT POWERS MERE **ILLUSIONS**, DO YOU?? SEE HOW THEY THROW AN ENTIRE GROUP OF FIGHTING MEN INTO SHEER PANIC, MY LOVELY!

BUT YOU CANNOT THROW THOSE ACCURSED IMAGES EVERYWHERE AT ONCE! EVEN **NOW** SOME ROUSTABOUTS ARE APPROACHING FROM BEHIND THIS WAGON!



THROWN OFF BALANCE BY THE SURPRISE ATTACK, MASTERMIND MOMENTARILY LOSES CONTROL OF HIS ILLUSIONS, AND RUNS IN PANIC!!!

GRAB THOSE TWO! THEY'RE IN LEAGUE WITH THE OTHERS!

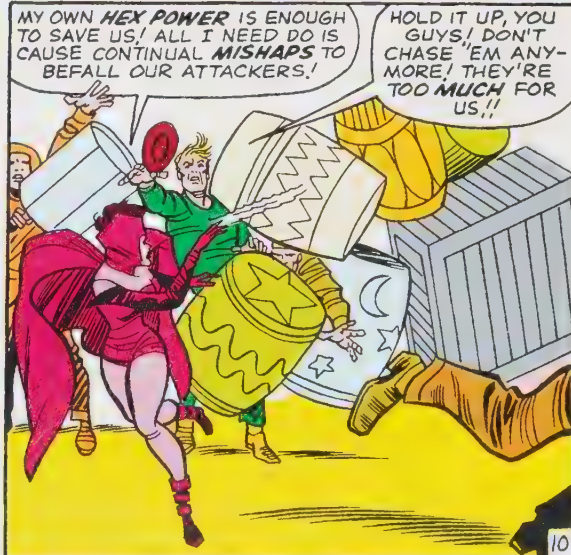
NO! DON'T HURT US!

QUIET, YOU SHAMELESS COWARD!



MY OWN **HEX POWER** IS ENOUGH TO SAVE US! ALL I NEED DO IS CAUSE CONTINUAL **MISHAPS** TO BEFALL OUR ATTACKERS!

HOLD IT UP, YOU GUYS! DON'T CHASE 'EM ANYMORE! THEY'RE TOO MUCH FOR US!!



MINUTES LATER, MAGNETO AND HIS MUTANTS ARE FINALLY ALONE WITH THE BLOB...

I OFFER YOU A CHANCE TO **JOIN** MY BAND! YOU CAN BE ONE OF US, TO SHARE OUR TRIUMPH OVER HOMO SAPIENS!

MISTER, I DON'T KNOW WHO YOU ARE, OR WHAT YOU WANT-- BUT I DON'T NEED **ANY** OF YOU!

STOP! CONSIDER YOUR WORDS! IF YOU ARE NOT **WITH** US-- THEN WE MUST TREAT YOU AS AN **ENEMY!**

I CANNOT LEAVE YOU HERE, ON THE CHANCE THAT THE **X-MEN** MAY ONE DAY RECRUIT YOU TO JOIN **THEM!**

I MUST-- **WHAT??** YOU DARE LAY A HAND ON THE PERSON OF **MAGNETO??!!**

LOOK, RUBE-- I'M GONNA SHOW YOU THAT **NOBODY** SCARES THE **BLOB!** NOT EVEN A BUNCH OF BIG-TALKIN' COSTUMED CLOWNS!

SUDDENLY, AN IRRESISTIBLE MAGNETIC IMPULSE AFFECTS THE UTILITY PIPES DIRECTLY UNDERGROUND, AND THEY SNAP TO THE SURFACE WITH TITANIC FORCE!

FOOL! BE GRATEFUL I HAVE ONLY DESIGNED TO USE A **FRACTION** OF THE LIMITLESS MAGNETIC POWER WHICH I POSSESS!!

AND THEN, A CAPRICIOUS FATE ENTERS THE PICTURE, AS THE FORCE OF IMPACT JARS LOOSE PART OF THE MENTAL BLOCK WHICH PROFESSOR X HAD PREVIOUSLY PUT OVER THE BLOB'S MEMORY--!*

I REMEMBER NOW! I'M A **MUTANT!** THE **X-MEN** ARE MY ENEMIES! THEY WERE AFRAID I'D JOIN MAGNETO! BUT I **WILL-- I WILL** JOIN HIM!!

***SEE X-MEN#3 "BEWARE THE BLOB!" --EDITOR.**

AT THAT VERY INSTANT, AT X-MEN HEADQUARTERS, A SIREN BEGINS TO HOWL LIKE A BANSHEE AS THE NAME OF THE **BLOB LIGHTS UP UNDER THE OTHERS ON A MASTER CONTROL PANEL!**

KNOWN HOSTILE MUTANTS
MAGNETO
TOAD
MASTER-MIND
QUICK SILVER
ET WITCH
BLOB
UNKNOWN

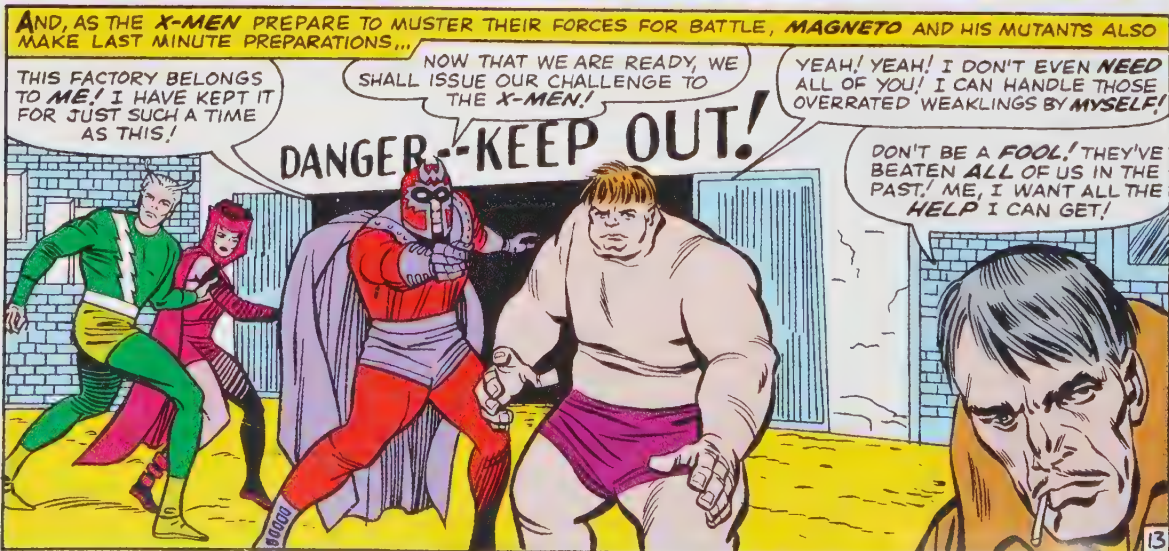
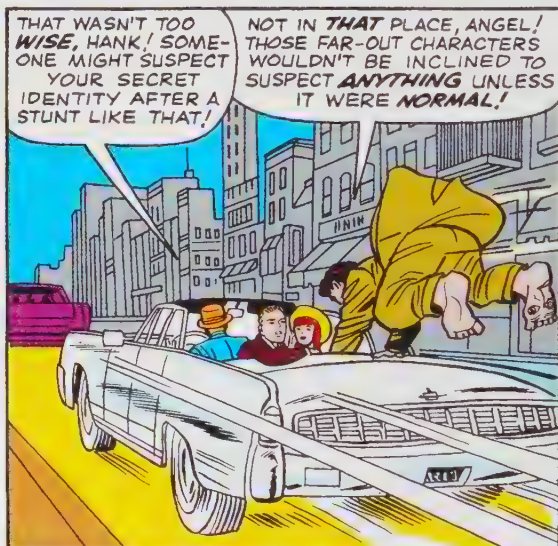
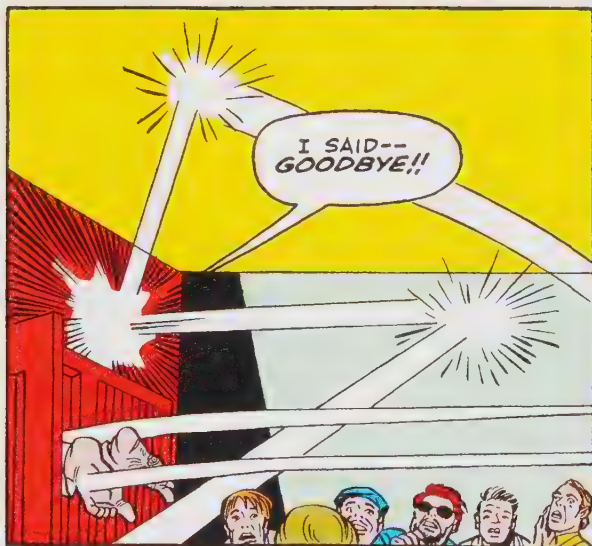
WHEEE!

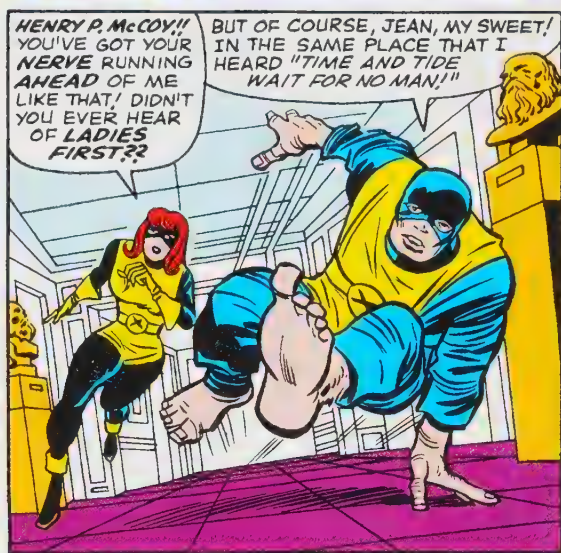
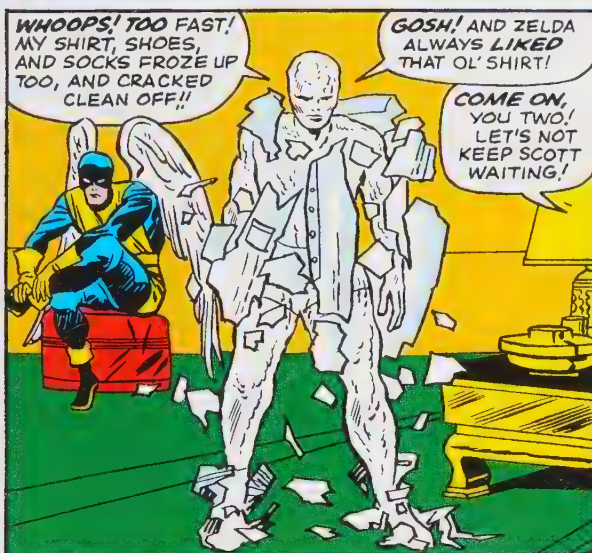
THE **SIREN!!** THE BLOB'S NAME--- BURSTING INTO LIGHT! IT CAN ONLY MEAN **ONE THING--!**

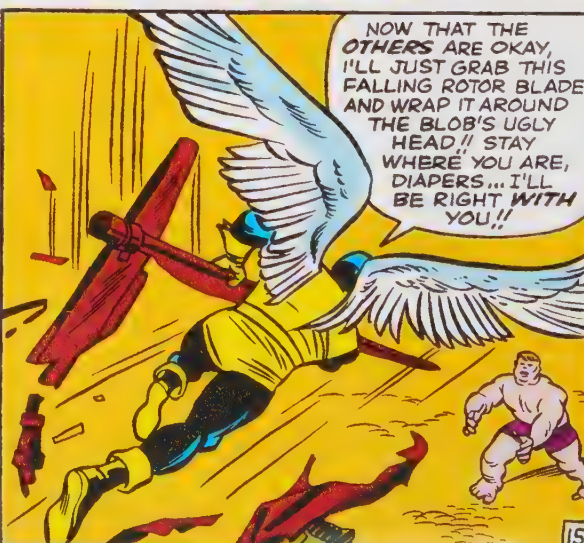
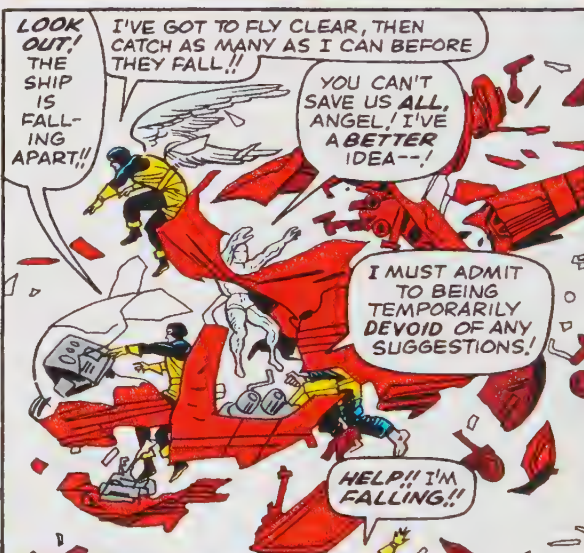
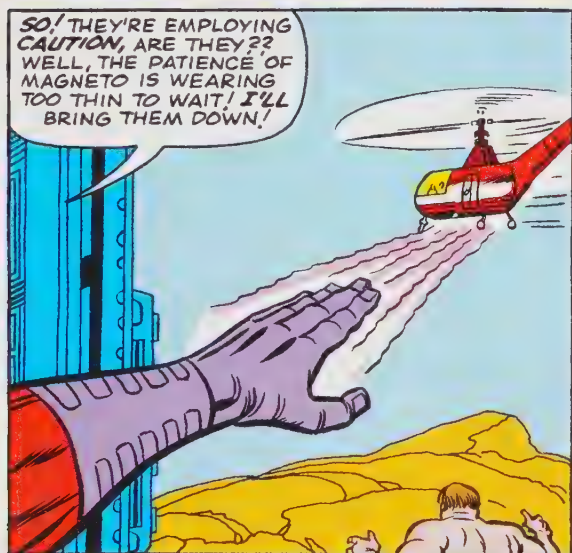
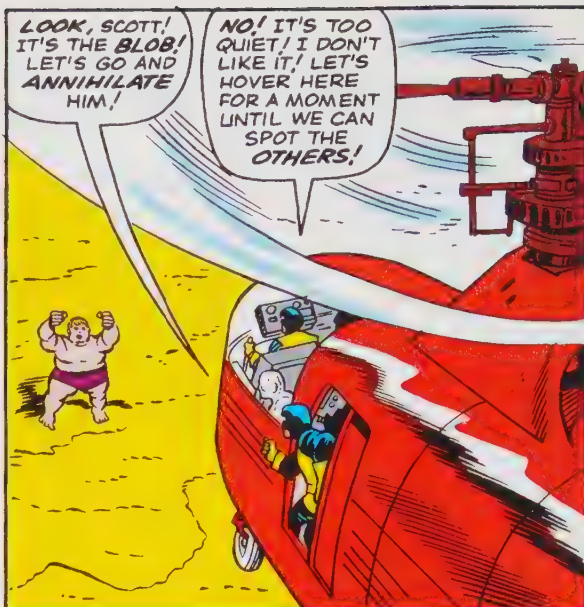
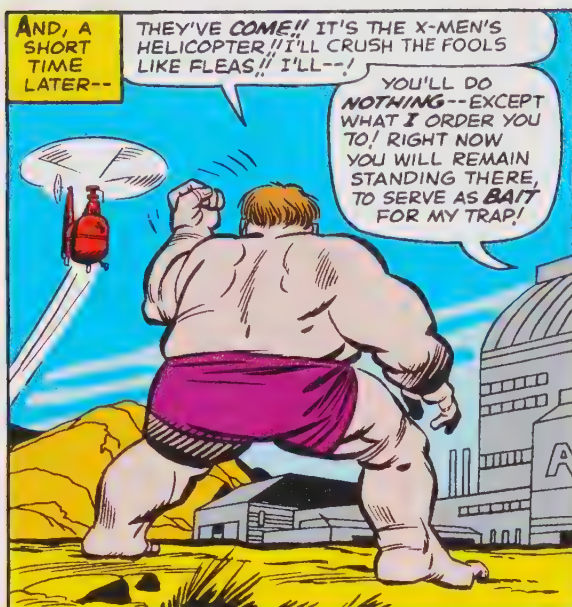
HIS **MEMORY** HAS RETURNED! HE'S JOINED THE EVIL MUTANTS!

THE PROFESSOR IS GONE! IT'S UP TO **ME** TO TAKE COMMAND! I DARE NOT FAIL!

I'VE GOT TO CONTACT THE OTHERS! I'LL CHECK THEIR DESTINATIONS IN THE SIGN-OUT BOOK! I CAN REACH THE **ANGEL** THRU HIS CAR RADIO--!







BUT, THE POWERFUL BLADE SNAPS TO SHREDS AT THE FIRST IMPACT AGAINST THE BLOB'S UNCANNY FLESH!!

A LOT OF GOOD **THAT** PIECE OF TIN WILL DO YOU!! YOU'RE FIGHTING THE **BLOB** NOW--THE ONE ENEMY YOU CAN'T EVER BEAT!

THERE'S **NO ONE** THE **X-MEN** CAN'T BEAT, MISTER-- AND DON'T YOU FORGET IT!! WE PROVED THAT **ONCE**, THE LAST TIME WE MET--/ UHH!

SURE-- BUT YOU HAD PROFESSOR'S X'S **BRAIN** TO HELP YOU! **NOW** HE ISN'T HERE--AND ONCE I GET MY **HANDS** ON SOME-THING, **NOTHING** CAN PRY THEM LOOSE!

ARE YOU AWARE THAT YOU TALK ALMOST AS MUCH AS I DO, BLOB? ALTHOUGH YOUR VOCABULARY IS NEITHER AS VARIED NOR AS ERUDITE!

WHUP!

THE BEAST'S ATTACK WOULD HAVE BOWLED OVER A HIPPO, BUT THE BLOB TOOK IT! NOW HE'S GOT THEM **BOTH**! PERHAPS I CAN MAKE HIM RELEASE THEM BY RAISING HIM TELEKINETICALLY--!

I **WARNED** YOU --**NOTHING** CAN BREAK MY GRIP! **NOTHING!**

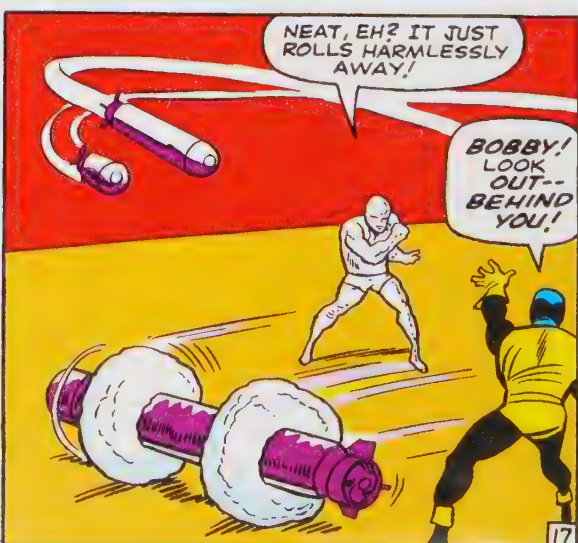
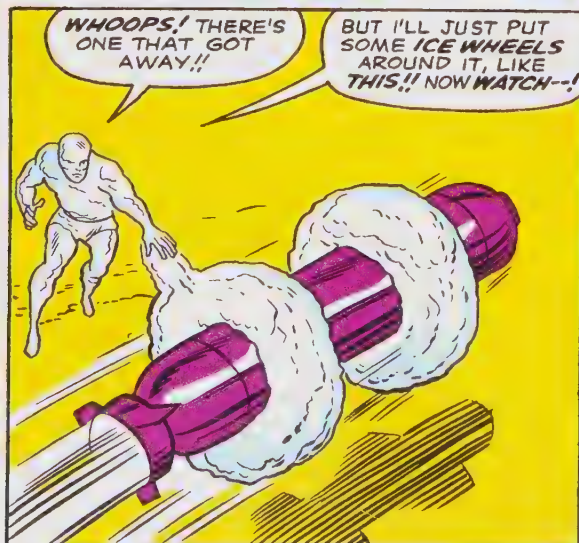
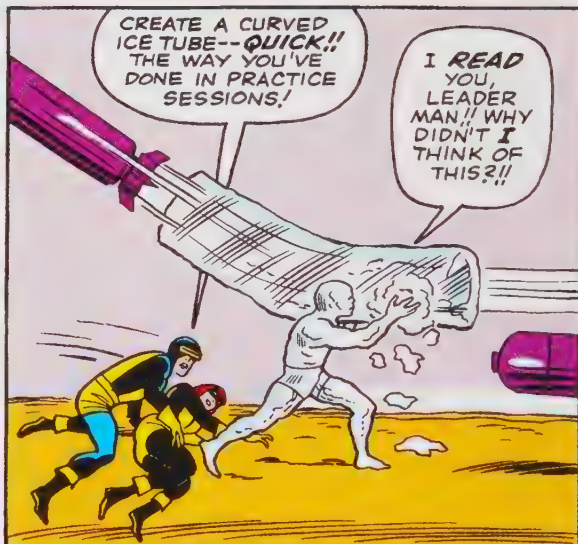
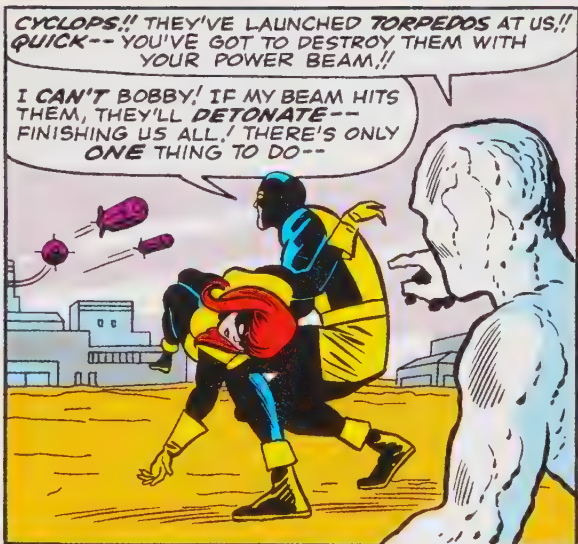
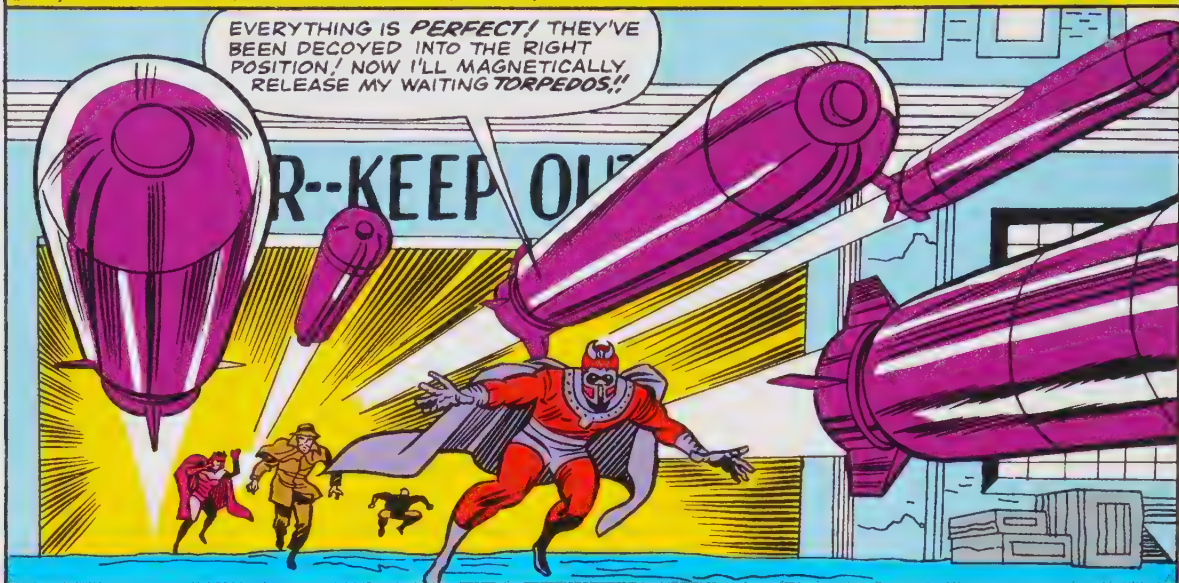
NOT EVEN THE WEAK ATTEMPT OF **MARVEL GIRL!**

IT'S **USELESS!** HIS FEET STICK TO THE GROUND--PULLING IT UP **WITH** HIM! I-I CAN'T RAISE HIM ANY HIGHER!!

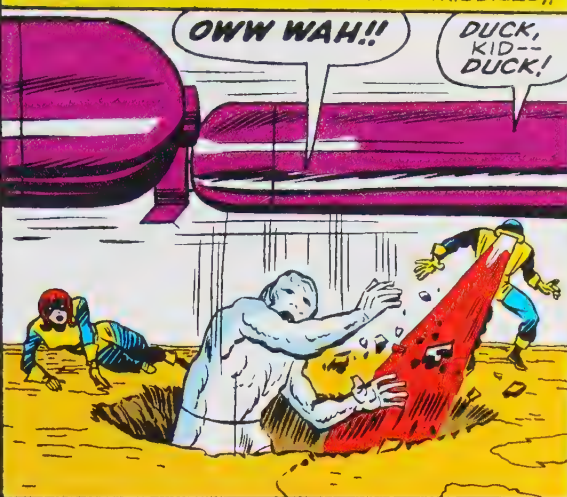
JEAN!! YOU SHOULDN'T HAVE **STRAINED** YOURSELF AGAINST IMPOSSIBLE ODDS LIKE THAT! LEAVE HIM TO ME NOW!! ONLY MY **POWER BEAM** CAN BEAT HIM!

BOY! YOU'VE GOT **ONE** QUALIFICATION FOR A GROUP LEADER, SCOTTY! YOU'VE SURE GOT **CONFIDENCE!**

BUT, THE EVIL **MAGNETO** CHOOSES THAT VERY INSTANT TO LAUNCH HIS PREVIOUSLY-PREPARED ATTACK--!

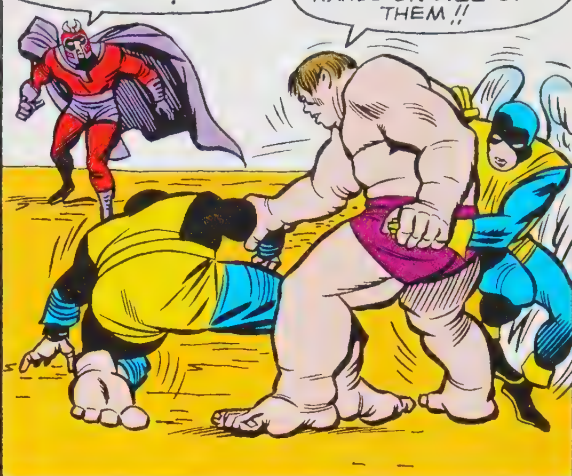


MOVING WITH THE SPEED OF THOUGHT, THE DYNAMIC CYCLOPS BLASTS A HOLE UNDER ICE-MAN'S FEET, DEEP ENOUGH FOR BOBBY TO DROP BELOW THE PATH OF THE DEADLY MISSILES!!



THEY'RE TOO FAST-- TOO CLEVER FOR MY TORPEDOS! BUT, IF I CAN GET THEM WITHIN REACH OF YOU, BLOB--!

I TOLD YOU I COULD HANDLE THEM! JUST GET THEM OVER TO ME-- LET ME GET MY HANDS ON ALL OF THEM!!



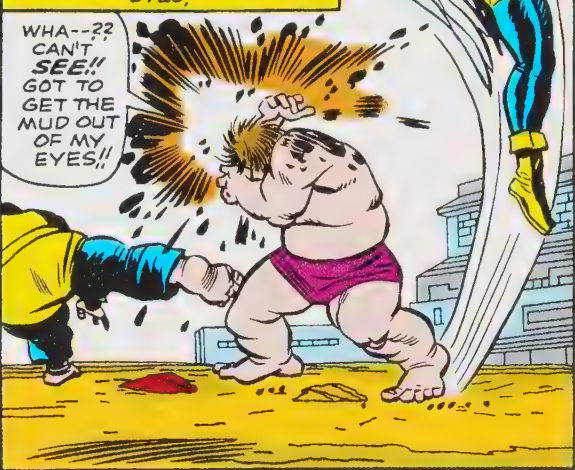
BUT, UNLIKE THE BLOB, THE QUICK-THINKING BEAST HAS HIS WITS TO RELY ON, AS WELL AS HIS STRENGTH--!

I'LL CONCEDE YOUR SUPERIORITY IN AN ARM-WRESTLING MATCH-- BUT LET'S SEE HOW YOU COPE WITH SOME SUDDEN MUD IN YOUR EYE!



TAKEN UNAWARES, THE SLOWER-WITTED BLOB RELEASES HIS UNBREAKABLE GRIP AS HE FOLLOWS THE NATURAL IMPULSE TO RUB HIS EYES!

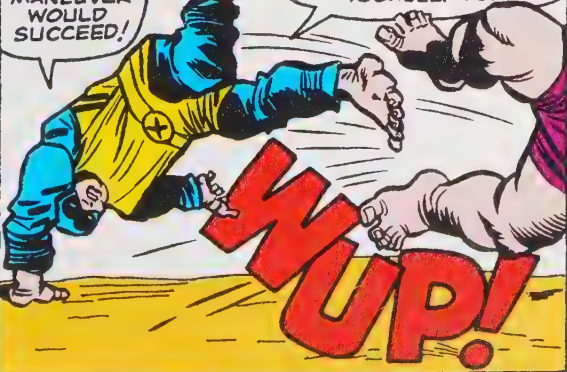
WHA--?? CAN'T SEE!! GOT TO GET THE MUD OUT OF MY EYES!!



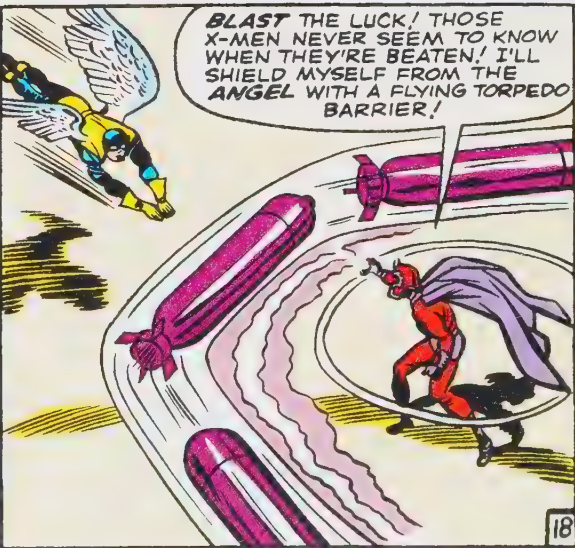
BUT, INSTEAD OF RACING OUT OF REACH OF THE BLOB, THE BEAST ONCE MORE MAKES AN UNEXPECTED MOVE, WHILE HIS GARGANTUAN OPPONENT IS STILL OFF-BALANCE--!

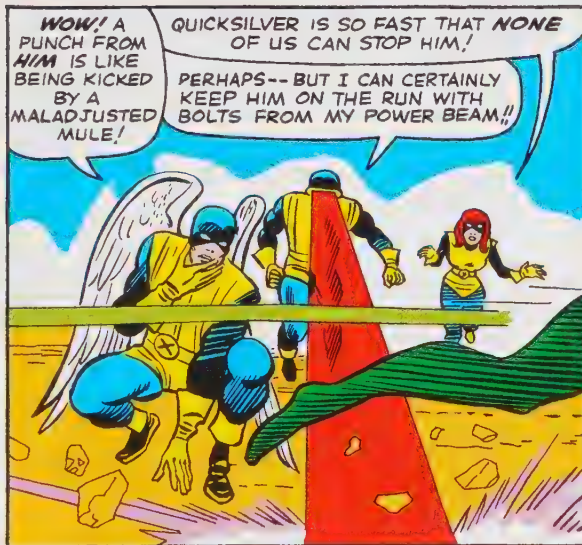
EUREKA! I THOUGHT THIS MANEUVER WOULD SUCCEED!

EVEN YOU CAN'T MAINTAIN YOUR STANCE WHEN DEALT A BLOW WHICH YOU HAVEN'T PREPARED YOURSELF FOR!



BLAST THE LUCK! THOSE X-MEN NEVER SEEM TO KNOW WHEN THEY'RE BEATEN! I'LL SHIELD MYSELF FROM THE ANGEL WITH A FLYING TORPEDO BARRIER!





BUT MAGNETO'S COMMAND COMES TOO LATE! HIT WITH THE **SCARLET WITCH'S** HEX POWER, THE BEAST AND CYCLOPS CANNOT STOP THEMSELVES FROM COLLIDING INTO EACH OTHER!



BUT, SO UNIMAGINABLY SWIFT IS QUICKSILVER, THAT EVEN THE COMBINED EFFORTS OF ALL THE X-MEN ARE NOT ENOUGH TO CAPTURE THE SPEEDING MUTANT!



BUT, BEFORE ANOTHER MOVE CAN BE MADE, THE GARGANTUAN **BLOB** EXPANDS HIS ENORMOUS BULK UNTIL THE BLOCK OF ICE WHICH CONFINED HIM SHATTERS WITH A DEAFENING ROAR!



THEN, THE DARING **ICEMAN**, TRYING HIS OWN STRATEGY FOR RESTRAINING THE POWERFUL BLOB, SEES THE LIGHTNING-SWIFT **QUICKSILVER** APPROACHING--



FALL IN BEHIND ME NOW! THE BATTLE LINE IS DRAWN-- WE'RE ALL TOGETHER IN A BODY-- JUST AS **MAGNETO'S** MUTANTS ARE-- THIS IS IT-- THE FINAL ATTACK!

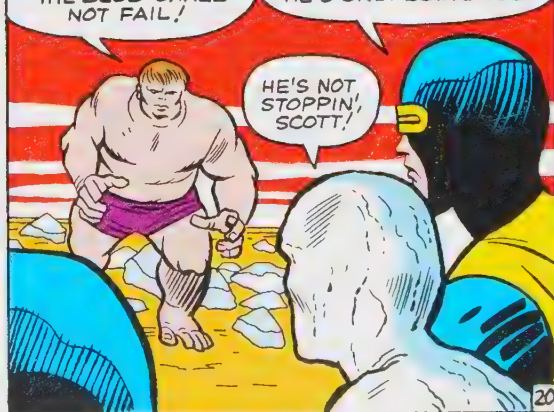
JUST SAY THE WORD, CYCLOPS, WE'LL MAKE THEM THINK **WATERLOO** WAS A SOCIAL TEA PARTY!

HEY! STOP FLAPPIN' THOSE WINGS OF YOURS, ANGEL! YOU'RE TICKLIN' MY EARS!



YOU HAVE USED EVERY POWER YOU POSSESS AGAINST ME, AND **FAILED!** NOW, IT'S MY TURN-- BUT WITH THIS ONE DIFFERENCE --THE **BLOB** SHALL NOT FAIL!

WAIT! DON'T MAKE ME BLAST YOU WITH MY POWER BEAM! **STOP!** WE'VE NO REASON TO FIGHT! WHY SHOULD YOU SERVE MAGNETO? HE'S ONLY *USING* YOU--





AT LAST! THEY'RE ALL IN ONE GROUP! NOW MY TORPEDOS CAN FINISH THEM ALL OFF!

BUT--THE BLOB!! HE'S THERE WITH THEM, TOO!!

THAT'S HIS HARD LUCK! HE'S SERVED HIS PURPOSE!!

NO!!

YOU CAN'T! YOU MUSTN'T!

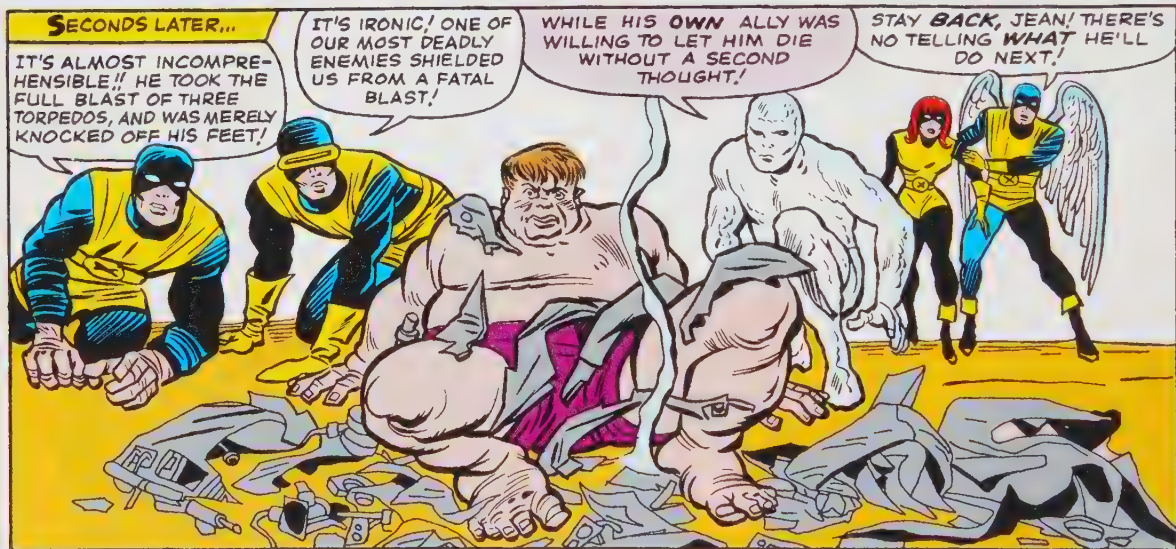


LOOK OUT!

I'LL SHIELD YOU, JEAN!

QUICK--BEHIND THE BLOB--ALL OF YOU!!

MAGNETO!! NO! DON'T--STOP!! OHNNHH!



SECONDS LATER...

IT'S ALMOST INCOMPREHENSIBLE!! HE TOOK THE FULL BLAST OF THREE TORPEDOS, AND WAS MERELY KNOCKED OFF HIS FEET!

IT'S IRONIC! ONE OF OUR MOST DEADLY ENEMIES SHIELDED US FROM A FATAL BLAST!

WHILE HIS OWN ALLY WAS WILLING TO LET HIM DIE WITHOUT A SECOND THOUGHT!

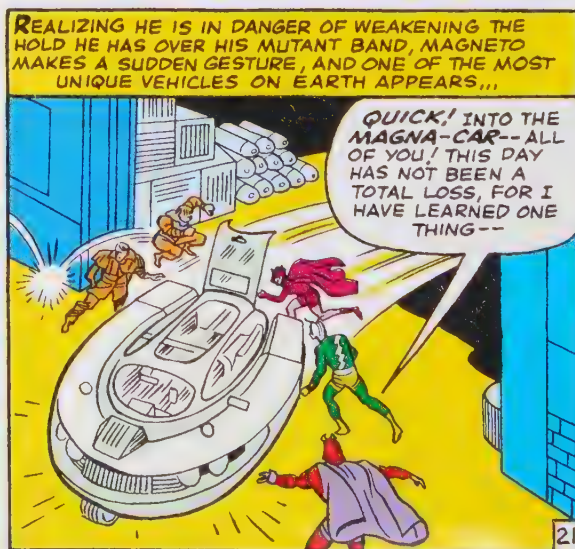
STAY BACK, JEAN! THERE'S NO TELLING WHAT HE'LL DO NEXT!



I HAD EVERYTHING FIGURED PERFECTLY! BUT THE BLOB SPOILED MY PLAN! HE WAS IN THE WAY!! AGAIN I'VE FAILED!!

MAGNETO, I KNOW YOU SAVED MY LIFE ONCE--AND BECAUSE OF THAT, I OWE YOU MY ALLEGIANCE! BUT I CAN'T TAKE ANY MORE OF THIS SENSELESS CARNAGE--I CAN'T--!

EASY, WANDA! DO NOT LOSE CONTROL! WE SHALL TALK OF THIS LATER!



REALIZING HE IS IN DANGER OF WEAKENING THE HOLD HE HAS OVER HIS MUTANT BAND, MAGNETO MAKES A SUDDEN GESTURE, AND ONE OF THE MOST UNIQUE VEHICLES ON EARTH APPEARS...

QUICK! INTO THE MAGNA-CAR--ALL OF YOU! THIS DAY HAS NOT BEEN A TOTAL LOSS, FOR I HAVE LEARNED ONE THING--

PROFESSOR X WAS NOT WITH THEM TODAY-- NOT EVEN *MENTALLY*, ELSE I WOULD HAVE SENSED HIS BRAIN WAVES! THAT MEANS THE X-MEN FIGHT **ALONE** NOW! THEREFORE, I SHALL PLAN MY STRATEGY **DIFFERENTLY** FOR OUR NEXT BATTLE!

CYCLOPS! THEY'RE GETTING AWAY!

NOT THIS TIME! I'LL **BLAST** THEM TO THE GROUND!

WAIT! THE **SCARLET WITCH**-- SHE'S ABOARD ALSO!

YOU'RE RIGHT! AND HER BROTHER, **QUICKSILVER**! SOMEHOW, I CAN'T BRING MYSELF TO BELIEVE THAT THEY ARE AS EVIL AS THE OTHERS!

WELL, PUDGY-- IT LOOKS AS IF YOUR PALS RAN OUT ON YOU, EH?

PALS?? THE BLOB HAS NO PALS!! I REALIZE THAT NOW!

WHY DON'T YOU JOIN **US??** WE'VE NO NEED TO BE ENEMIES!

YOU COULD RECEIVE **X-MAN** TRAINING! AND PERHAPS, IN TIME, IF YOU QUALIFY--

NO! I'M THRU WITH MUTANTS-- THRU WITH FIGHTING OTHER PEOPLE'S FIGHTS! I'LL NEVER TRUST ANYONE AGAIN!

I SEEM TO REMEMBER SOMETHING THE PROFESSOR ONCE SAID-- LONG AGO--

THERE ARE GOOD MUTANTS, AND BAD MUTANTS, AND THERE ARE ALSO SOME WHO **HATE** BEING MUTANTS -- SOME WHO TURN AWAY FROM THE GREAT RESPONSIBILITY THEIR POWER IMPOSES UPON THEM!

I'VE NO HATE LEFT IN ME! I'M JUST WEARY! I'M GOING BACK-- TO THE ONLY PLACE WHERE I BELONG -- TO THE CARNY, I'VE LIVED A SIDE SHOW FREAK --AND THAT'S HOW I'LL DIE!

RIDICULOUS AS IT MAY SEEM, I ALMOST FIND MYSELF **PITYING** THAT TRAGIC HUMAN BEHEMOTH!

I SURE HOPE HE NEVER CHANGES HIS MIND! I WOULDN'T WANNA HAVE TO FIGHT HIM AGAIN!

SCRATCH ONE WHIRLY-BIRD, X-MEN! THIS WRECKAGE IS BEYOND REPAIR!

WELL, I GUESS WE'LL HAVE TO PHONE FOR A **TAXI**! UH OH-- I HAVEN'T ANY CHANGE IN MY POCKETS-- IN FACT-- **NO POCKETS!**

KNOW SOMETHIN'? WE'RE GONNA FEEL LIKE **NUTS** WALKING HOME THRU THE STREETS LIKE THIS!

HAVE NO FEAR-- **ANGEL'S** HERE! I'LL FLY AHEAD AND HAIL A TAXI FOR US!

WHILE YOU'RE AT IT, BORROW THE FARE! YOUR "**GROUP LEADER'S**" **BROKE!**

THE END

AND SO ANOTHER X-MAN ADVENTURE BECOMES HISTORY! BUT, WILL WE SEE **MORE** OF MAGNETO'S EVIL MUTANTS? WILL WE SEE **NEW** DANGER AND SURPRISES? **WILL WE??** ARE YOU **KIDDIN'??** NOW, TO ALL YOU HAPPY **HOMO SAPIENS**-- SO **LONG... TILL NEXT ISH!**



MARVEL
COMICS
GROUP 12¢

the X-MEN

APPROVED
BY THE
COMICS
CODE
AUTHORITY

IND.

8
NOV

NEVER HAVE THE X-MEN FOUGHT
A FOE AS UNSTOPPABLE AS UNUS!
NEVER HAVE THE X-MEN COME SO
CLOSE TO BEING SPLIT UP! (AND
NEVER HAVE YOU READ SUCH
A BOASTFUL BLURB!)

The UNCANNY THREAT OF
UNUS,
THE UNTOUCHABLE!



X-MEN
THE MOST UNUSUAL
TEEN-AGERS OF ALL
TIME!

The UNCANNY THREAT OF... **UNUS,** *The UNTOUCHABLE!"*

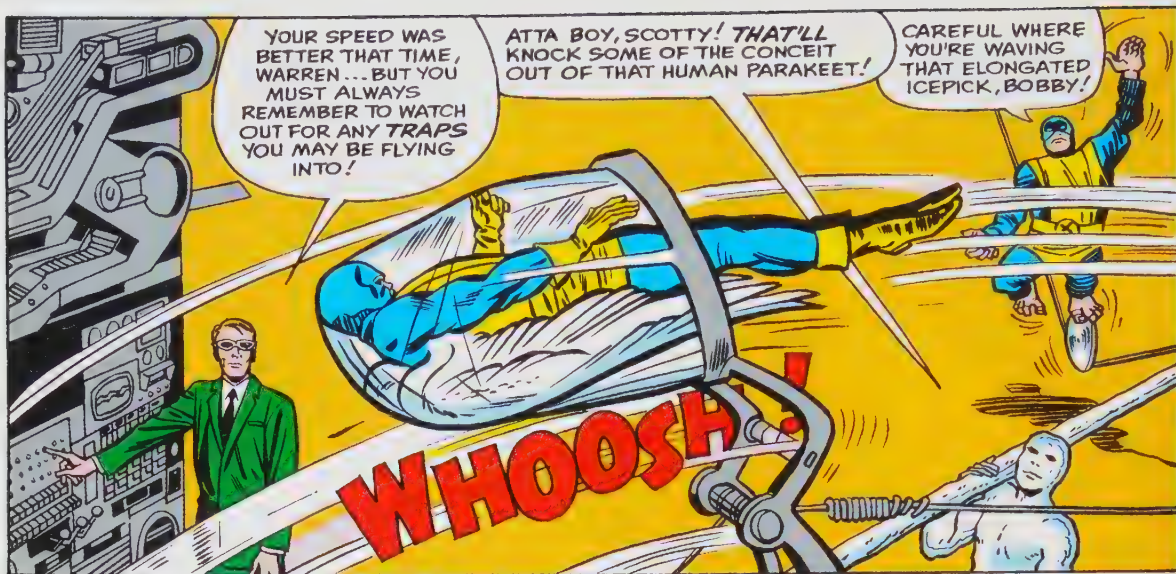
TRY THAT
POWER GLIDE
AGAIN, ANGEL...
CONCENTRATING
ON INCREASED
SPEED! THE
BEAST COULD
HAVE GRABBED
YOU IF HE'D
WANTED TO!

ALTHOUGH THEY HAVE RECENTLY
GRADUATED AFTER COMPLETING
THEIR PRESCRIBED COURSE OF
TRAINING, THE EXTRAORDINARY
X-MEN STILL DO POST-GRADUATE
EXERCISES UNDER THE WATCHFUL
EYE OF **CYCLOPS**, THEIR NEW
INTERIM LEADER!

NOT ME, SCOTTY!
I WAS TOO
PREOCCUPIED
WATCHING JEAN
THREADING THOSE
LACES
TELEKINETICALLY!

PRODUCED BY MARVEL'S
FANTASTIC FOURSOME...
STAN LEE, WRITER
JACK KIRBY, ARTIST
CHIC STONE, INKER
S. ROSEN, LETTERER

#X-803



YOUR SPEED WAS BETTER THAT TIME, WARREN... BUT YOU MUST ALWAYS REMEMBER TO WATCH OUT FOR ANY TRAPS YOU MAY BE FLYING INTO!

ATTA BOY, SCOTTY! THAT'LL KNOCK SOME OF THE CONCEIT OUT OF THAT HUMAN PARAKEET!

CAREFUL WHERE YOU'RE WAVING THAT ELONGATED ICEPICK, BOBBY!

WHOOSH!



AW, C'MON, SCOTT! THAT'S NO FAIR! YOU'VE GOT ALL OF PROFESSOR X'S GADGETS TO USE AGAINST US, AND ALL WE'VE GOT ARE OUR OWN POWERS!

THAT'S THE PURPOSE OF THIS TRAINING, WARREN! YOU CAN'T CRY FOUL IF AN UNEXPECTED WEAPON IS USED AGAINST YOU BY MAGNETO, OR ANY OTHER FOE, CAN YOU?



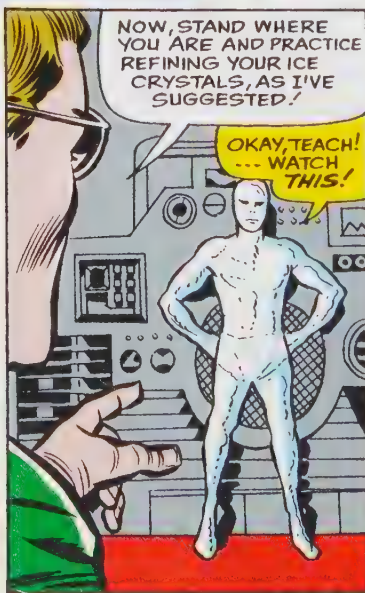
HAH! THAT'S TELLIN' HIM, CYKE, OL' BOY!

WHAT ARE YOU GLOATING ABOUT, ICEMAN? YOU'RE PART OF THIS TRAINING PROGRAM TOO, YOUNG FELLA! NOW QUICKLY... DEFEND YOURSELF!



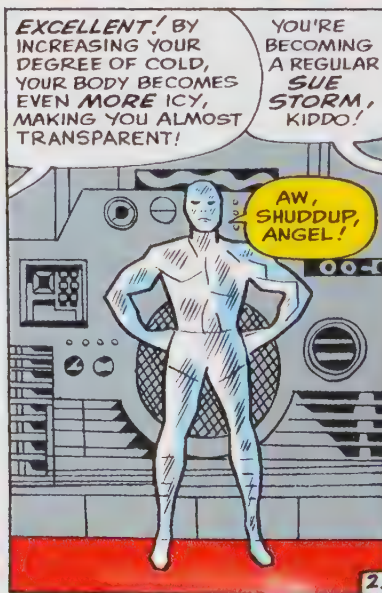
HUH?? WHA...?? WHERE...?? HEY! LOOK OUT! DON'T!

IS THAT WHAT YOU WOULD SAY TO A SUDDEN ATTACK BY THE BLOB, BOBBY?? HASN'T THE PROFESSOR TOLD YOU ALWAYS TO BE ON GUARD!?



NOW, STAND WHERE YOU ARE AND PRACTICE REFINING YOUR ICE CRYSTALS, AS I'VE SUGGESTED!

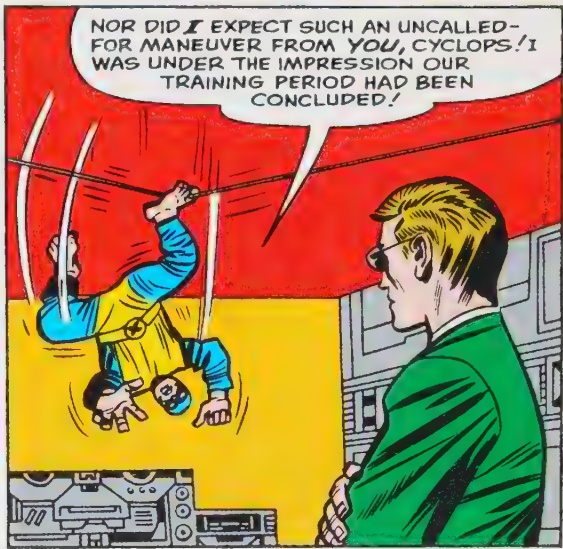
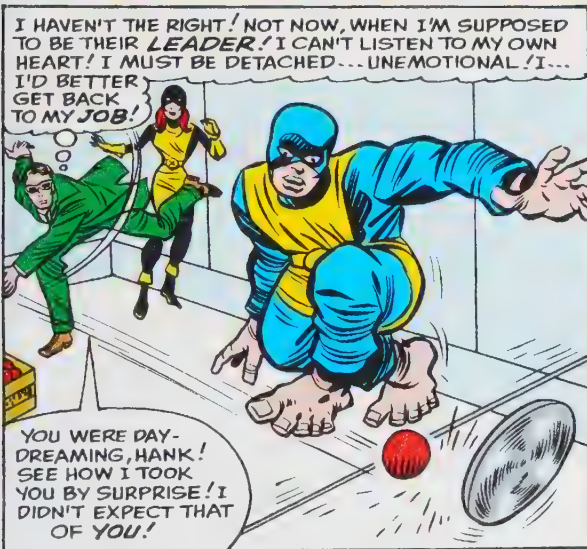
OKAY, TEACH! ... WATCH THIS!



EXCELLENT! BY INCREASING YOUR DEGREE OF COLD, YOUR BODY BECOMES EVEN MORE ICY, MAKING YOU ALMOST TRANSPARENT!

YOU'RE BECOMING A REGULAR SUE STORM, KIDDO!

AW, SHUDDUP, ANGEL!



LATER, ON THEIR FREE TIME PERIOD, WE FIND THE **BEAST** AND **ICEMAN** HEADING FOR A LITTLE GREENWICH VILLAGE COFFEE SHOP...

MUCH AS I LIKE BEIN' AN X-MAN, I SURE CAN'T WAIT TILL EACH TRAINING PERIOD IS OVER!

MY SENTIMENTS EXACTLY, BOBBY BOY!



BUT, TURNING A CORNER, THE TWO YOUNG MUTANTS SUDDENLY SEE...

HANK, LOOK! WHAT'S GOIN' ON?? WHAT'S EVERYONE SO EXCITED ABOUT ???

I DON'T KNOW! BUT, JUDGING BY THE DEGREE OF THEIR APPREHENSION, I'D SAY...

WAIT! NOW I SEE! IT'S UP THERE! LOOK, BOBBY... ATOP THE WATER TOWER, ON THE ROOF OF THAT BUILDING...



IT'S A LITTLE BOY! HE'S TRAPPED UP THERE!

HE MUST HAVE CLIMBED UP... AS A PRANK! BUT NOW HE'S FRIGHTENED.. HE CAN'T MAKE IT DOWN, BUT... HE CAN'T HOLD HIS GRIP FOREVER!



PERHAPS I CAN REACH HIM IN TIME... BY RUNNING UP THE SIDE OF THE BUILDING!

HANK... IF YOU DO, YOU'LL GIVE YOUR IDENTITY AWAY! THE CROWD WILL GUESS WHO YOU ARE!



NO TIME TO WORRY ABOUT THAT, BOBBY! HERE GOES!

LOOK! DO YOU SEE WHAT I SEE ??

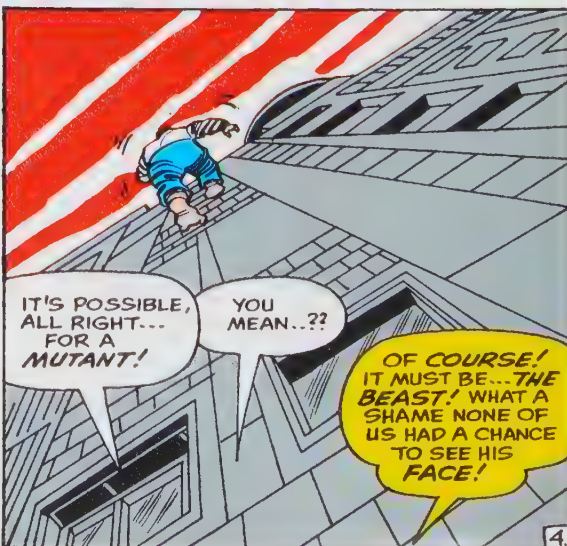
IT... IT ISN'T POSSIBLE!

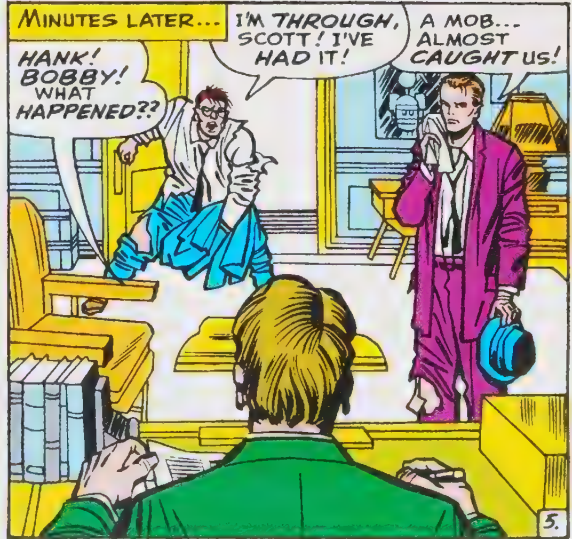
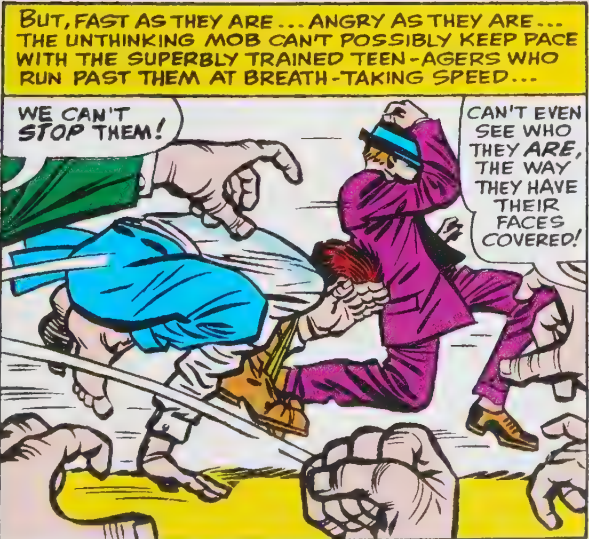
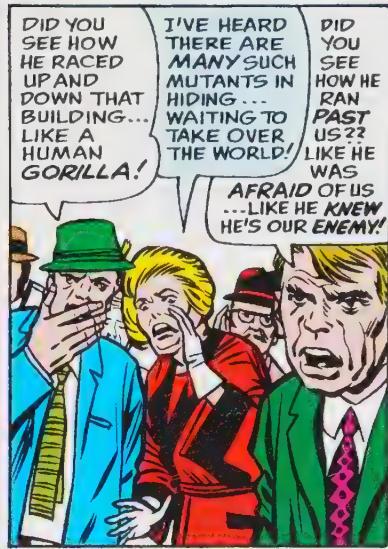
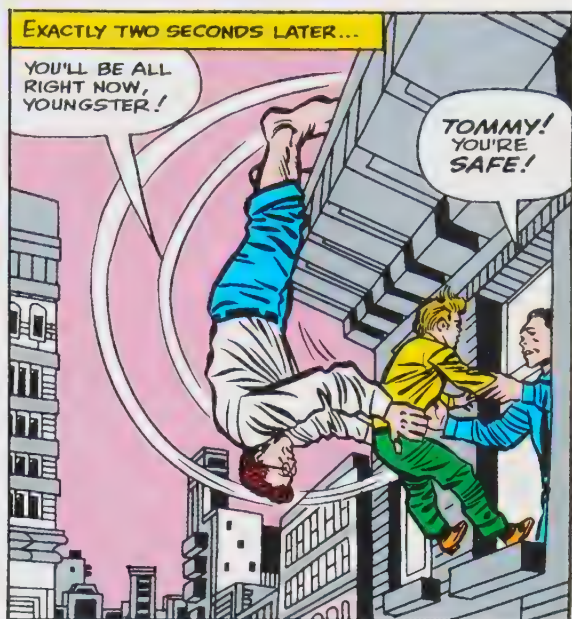


IT'S POSSIBLE, ALL RIGHT... FOR A MUTANT!

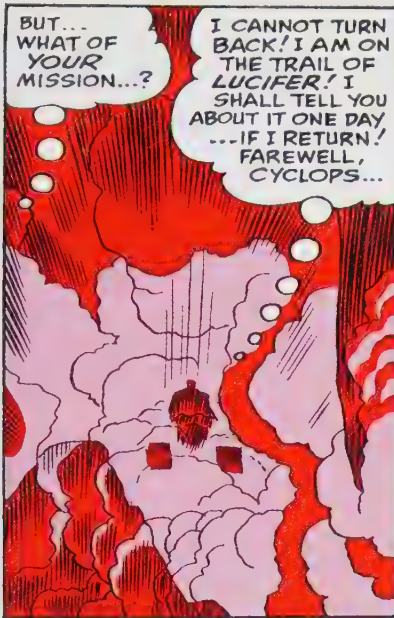
YOU MEAN...??

OF COURSE! IT MUST BE... THE BEAST! WHAT A SHAME NONE OF US HAD A CHANCE TO SEE HIS FACE!









BUT...
WHAT OF
YOUR
MISSION...?

I CANNOT TURN
BACK! I AM ON
THE TRAIL OF
LUCIFER! I
SHALL TELL YOU
ABOUT IT ONE DAY
...IF I RETURN!
FAREWELL,
CYCLOPS...



THEN, AS SCOTT SOMMERS TRIES
TO PLAN HIS NEXT COURSE OF
ACTION...

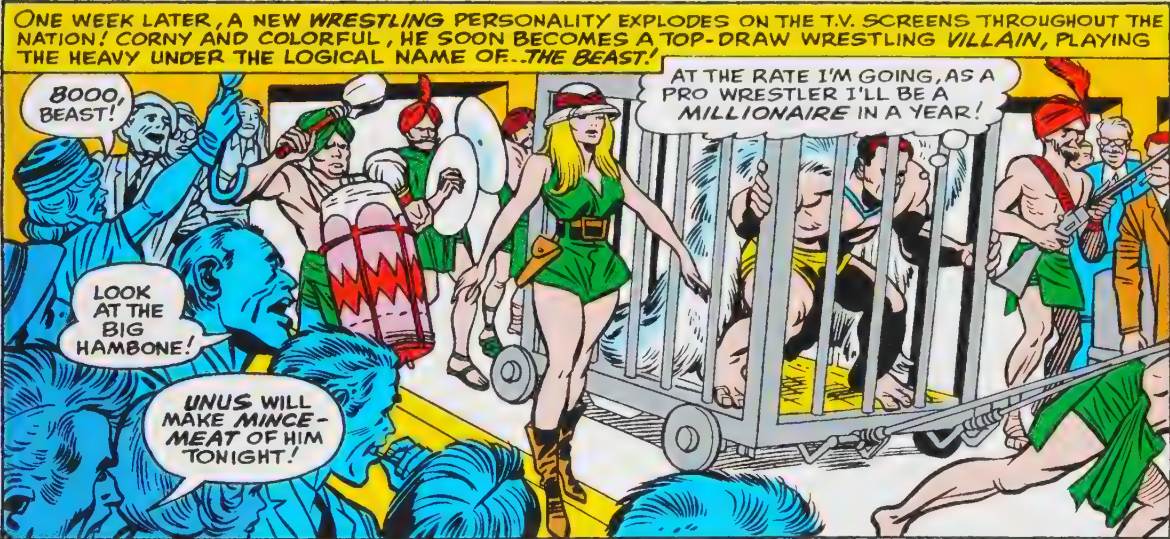
I'M
LEAVING
NOW,
SCOTT!

AND, IF YOU WANT
MY ADVICE, YOU'LL
DISBAND THE X-MEN!
HUMANITY ISN'T
WORTH THE TROUBLE!



HANK! YOU'RE
NOT GOING TO... JOIN
MAGNETO???

WHAT I DO
CONCERNS ONLY
ME FROM NOW
ON! GOOD BYE!



8000!
BEAST!

LOOK
AT THE
BIG
HAMBONE!

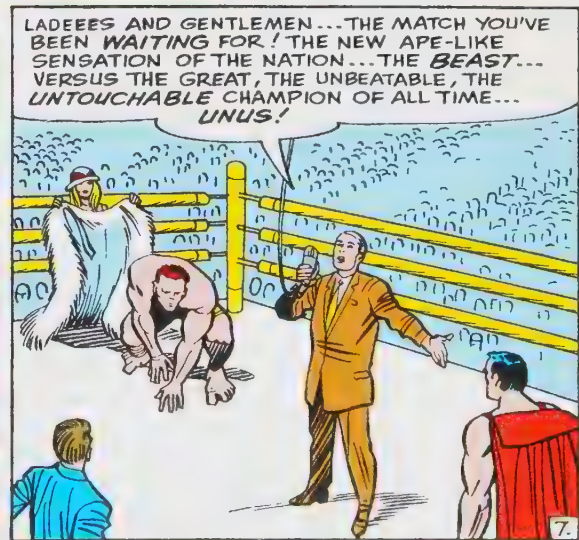
UNUS WILL
MAKE MINCE-
MEAT OF HIM
TONIGHT!

AT THE RATE I'M GOING, AS A
PRO WRESTLER I'LL BE A
MILLIONAIRE IN A YEAR!



THERE HE
GOES! WOW!
LOOK AT 'IM
JUMP!

SO WHAT? HE
WON'T BE ABLE TO
LAY A HAND ON
UNUS!

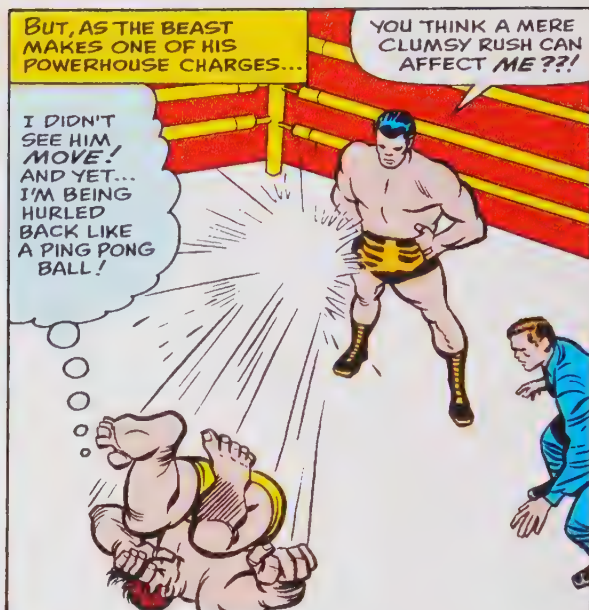


LADIES AND GENTLEMEN... THE MATCH YOU'VE
BEEN WAITING FOR! THE NEW APE-LIKE
SENSATION OF THE NATION... THE BEAST...
VERSUS THE GREAT, THE UNBEATABLE, THE
UNTOUCHABLE CHAMPION OF ALL TIME...
UNUS!



SO THAT'S UNUS, EH? HE LOOKS LIKE A FORMIDABLE FOE... BUT I'M NO PUSHOVER MYSELF!

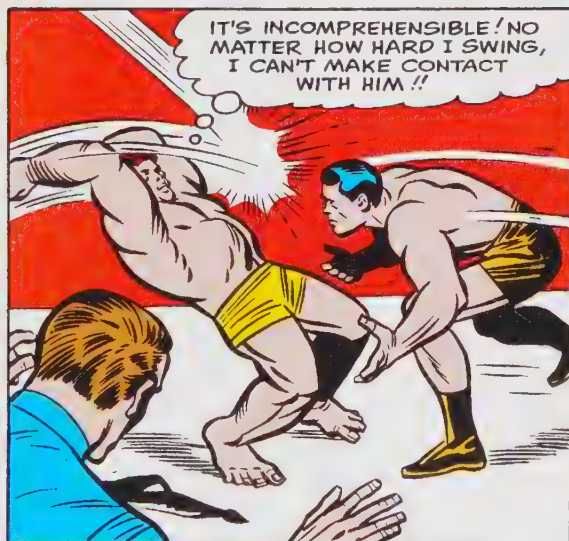
I'LL RUSH HIM QUICKLY, AND GET IT OVER WITH FAST SO THAT HE DOESN'T GET HURT!



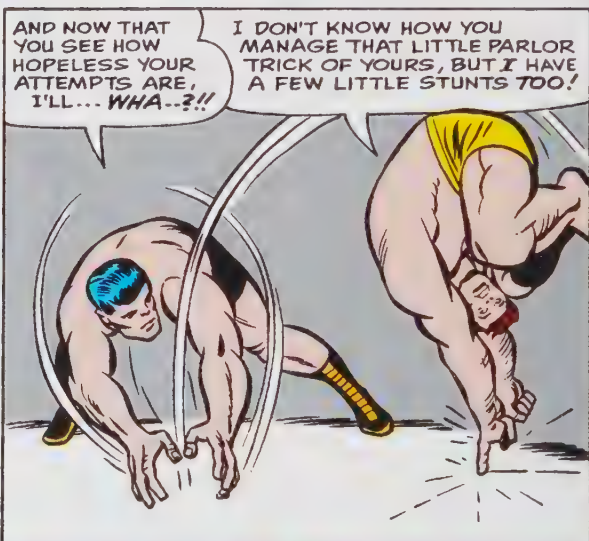
BUT, AS THE BEAST MAKES ONE OF HIS POWERHOUSE CHARGES...

YOU THINK A MERE CLUMSY RUSH CAN AFFECT ME??!

I DIDN'T SEE HIM MOVE! AND YET... I'M BEING HURLED BACK LIKE A PING PONG BALL!



IT'S INCOMPREHENSIBLE! NO MATTER HOW HARD I SWING, I CAN'T MAKE CONTACT WITH HIM!!

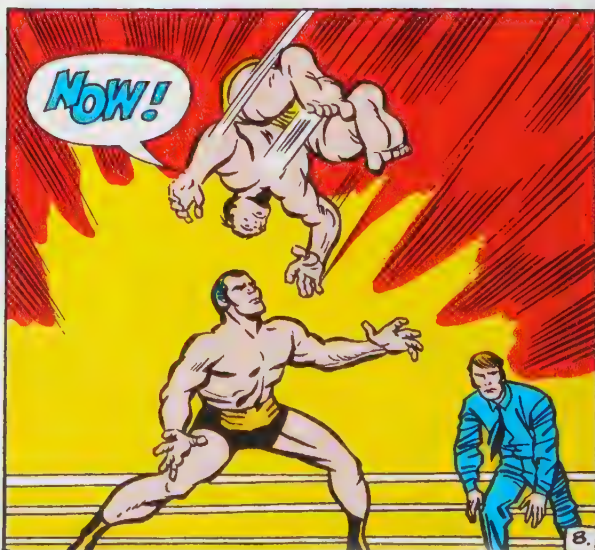


AND NOW THAT YOU SEE HOW HOPELESS YOUR ATTEMPTS ARE, I'LL... WHA--?!!

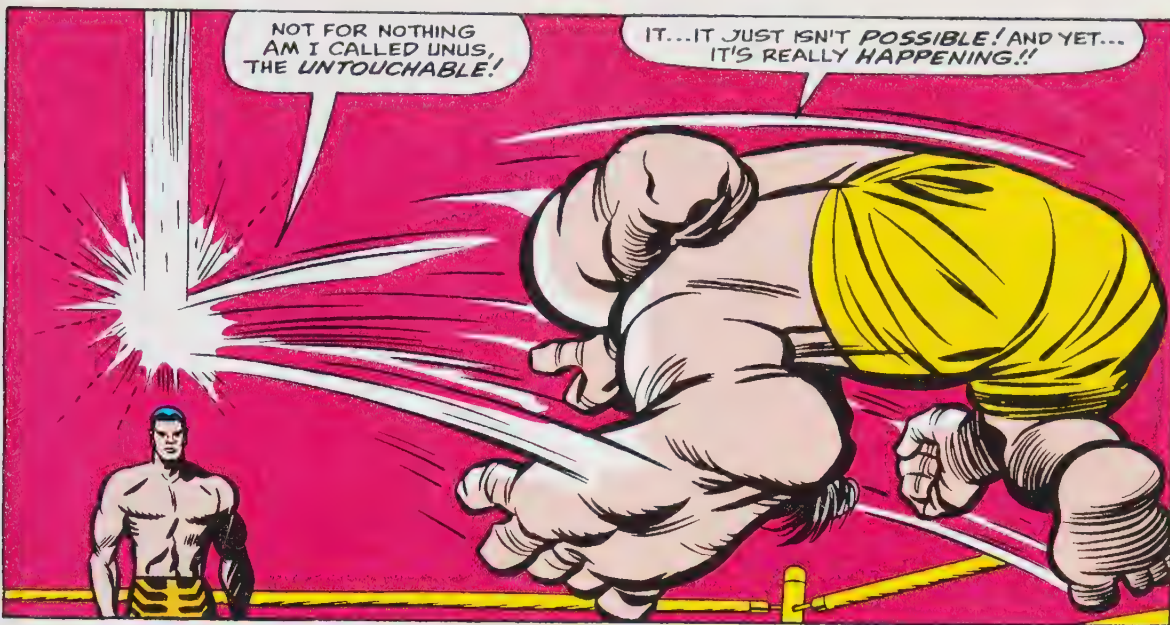
I DON'T KNOW HOW YOU MANAGE THAT LITTLE PARLOR TRICK OF YOURS, BUT I HAVE A FEW LITTLE STUNTS TOO!



I'LL KEEP SPRINGING UP TO GAIN MAXIMUM MOMENTUM, THEN I'LL DIVE DOWN AT HIM WHEN HE LEAST EXPECTS IT!

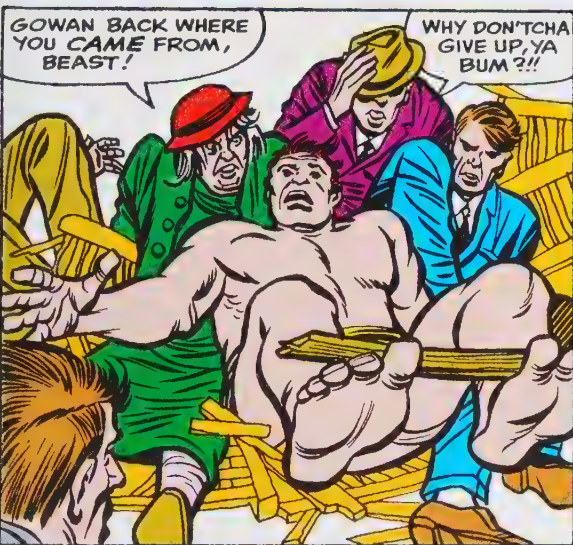


Now!



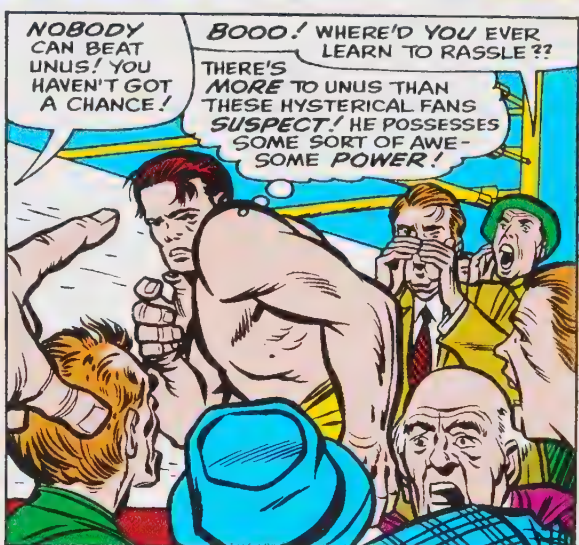
NOT FOR NOTHING
AM I CALLED UNUS,
THE **UNTOUCHABLE**!

IT...IT JUST ISN'T **POSSIBLE**! AND YET...
IT'S REALLY **HAPPENING**!!



GOWAN BACK WHERE
YOU CAME FROM,
BEAST!

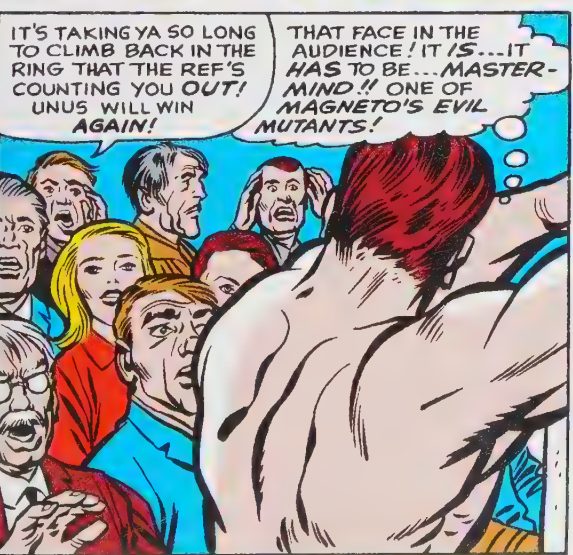
WHY DON'TCHA
GIVE UP, YA
BUM ???



NOBODY
CAN BEAT
UNUS! YOU
HAVEN'T GOT
A CHANCE!

BOOO! WHERE'D YOU EVER
LEARN TO RASSLE ??

THERE'S
MORE TO UNUS THAN
THESE HYSTERICAL FANS
SUSPECT! HE POSSESSES
SOME SORT OF AWE-
SOME **POWER**!



IT'S TAKING YA SO LONG
TO CLIMB BACK IN THE
RING THAT THE REF'S
COUNTING YOU **OUT**!
UNUS WILL WIN
AGAIN!

THAT FACE IN THE
AUDIENCE! IT **IS**...IT
HAS TO BE...**MASTER-**
MIND!! ONE OF
MAGNETO'S EVIL
MUTANTS!



SO STARTLED IS THE BEAST AT SEEING ONE OF HIS
EX-ARCH ENEMIES, THAT HE DELAYS HIS RETURN
INTO THE RING AGAIN, THEREBY LOSING THE MATCH
TO UNUS! BUT, HE HAS **OTHER** THINGS ON HIS
MIND AT THAT MOMENT...

UNUS IS LOOKING
STRAIGHT AT
MASTERMIND...
THEY SEEM TO
KNOW EACH
OTHER!

OF COURSE! UNUS
MUST BE A **MUTANT**, TOO!
HIS POWER IS TOO STRONG,
TOO UNNATURAL, FOR ANY OTHER
EXPLANATION!
BUT, EVEN IF HE
JOINS MAGNETO'S
EVIL BAND, IT'S
NO CONCERN OF
MINE ANY
MORE!

A SHORT TIME LATER, AFTER THE MATCH ...

UNUS, I'M YOUR TRAINER ... YOU CAN TELL ME! HOW DO YOU KEEP ALL THOSE OTHER GUYS FROM LAYIN' A HAND ON YA??

SHUT UP, MAXIE ... AND BEAT IT! I'VE GOT BUSINESS TO DISCUSS!



WELL, MASTERMIND? WHAT'S MAGNETO'S VERDICT? CAN I JOIN YOUR GROUP OF MUTANTS?

NOT SO FAST, UNUS! MAGNETO HAS BEEN **DISAPPOINTED** BEFORE! * HE WANTS TO MAKE SURE HE CAN **TRUST** YOU!



* SEE X-MEN #7 "RETURN OF THE BLOB!" ... STAN

HE'S CONVINCED THAT YOU'RE A REAL MUTANT... AND HE FEELS YOU'VE GOT PLENTY ON THE BALL ... BUT HE WANTS YOU TO **PROVE** YOURSELF!

HOW? WHAT CAN I DO?

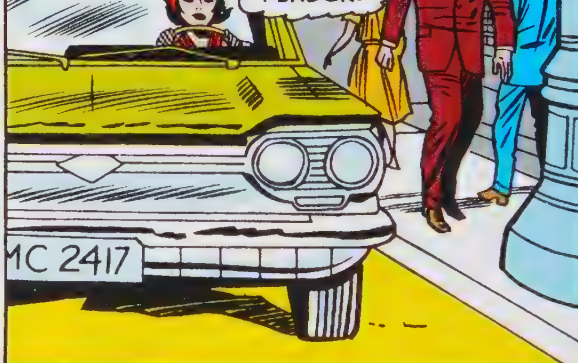
WELL, IF YOU WERE TO FIND THE X-MEN FOR US, FOR EXAMPLE... OR EVEN TO **BEAT** ONE OF THEM...!



LATER, AS UNUS THOUGHTFULLY WALKS THROUGH THE STREET...

OF COURSE I COULD BEAT ONE OF THE X-MEN... OR ALL OF THEM! **NOTHING** CAN DEFEAT ME! BUT WHERE DO I FIND THEM? I'VE NEVER EVEN

SEEN ONE IN PERSON!



AT THAT POINT, FATE HERSELF STEPS IN! FOR UNUS ACCIDENTALLY STUMBLES ONTO A BIG BANK ROBBERY WHICH IS IN PROGRESS AROUND THE CORNER...

GUNMEN! ROBBING THE BANK! COME TO THINK OF IT, I CAN PUT THAT MONEY TO BETTER USE THAN THEY CAN!

MOVE... BEFORE THE PLACE IS SWARMIN' WITH COPS!!

ALL WE HAVETA DO IS MAKE IT TO THE GETAWAY CAR ACROSS THE STREET!



BUT, THE STARTLED CRIMINALS ARE NEVER DESTINED TO REACH THAT WAITING CAR! AT LEAST, NOT WITH ANY STOLEN MONEY!

I'LL TAKE THAT MONEY BAG!
IF MAGNETO DOESN'T ALLOW ME TO JOIN HIS BROTHERHOOD, AT LEAST THIS MONEY WILL HELP LAUNCH ME ON MY OWN CAREER OF CONQUEST!



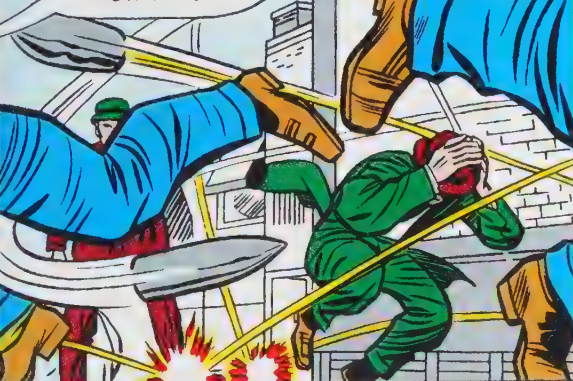
HEY, LOOK, CHARLIE! MY BULLETS DON'T EVEN TOUCH 'IM! THEY JUST GO FLYIN' AWAY!

DON'T YA KNOW WHO THAT IS? IT'S UNUS, THE UNTOUCHABLE!



AND, AS THE BULLETS MISS THE UNCANNY UNUS, THEY RICOCHET BACK FROM THE NEARBY WALLS, CAUSING THE GUNMEN TO FLEE FOR THEIR LIVES!

LET'S GET OUTTA HERE, BEFORE WE'RE HIT BY OUR OWN SHELLS!!



MEANWHILE, A POWERFUL, PRIVATELY-OWNED HELICOPTER IS RAPIDLY APPROACHING THAT SAME AREA...

WHAT MAKES YOU THINK THERE'S A NEW MUTANT AT LARGE, CYCLOPS?



PROFESSOR X'S CEREBRO MACHINE DETECTED HIS PRESENCE ... AND THE READINGS SEEMED TO INDICATE THIS NEIGHBORHOOD!

IT JUST DOESN'T SEEM THE SAME TO BE HEADING INTO A NEW ADVENTURE WITHOUT THE BEAST!

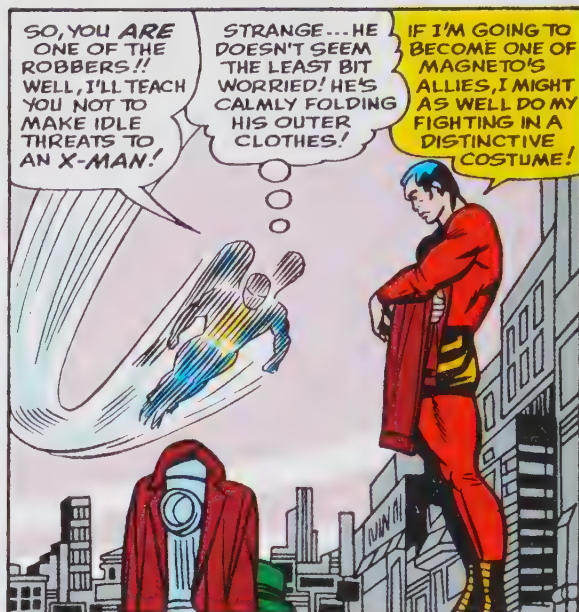
WE ALL FEEL THE SAME WAY, WARREN ... BUT LET'S CONCENTRATE ON THE JOB AT HAND NOW!



LOOK! SOMETHING'S GOING ON DOWN THERE!

THE BANK'S BEEN ROBBED! YOU LAND THE CHOPPER... I'LL GLIDE DOWN UNDER MY OWN POWER AND LOOK AROUND!









WHEN YOU TACKLE ONE X-MAN, YOU TACKLE ALL OF US! AND DON'T YOU FORGET IT!

NO TEEN-AGE BRAT OF A MUTANT CAN TALK TO **LINUS** THAT WAY! IT'LL TAKE MORE THAN AN ICY CAGE TO HOLD ME!!



I DON'T HAVE TO DEPEND UPON MY MUTANT POWERS ALONE!! I DIDN'T SPEND YEARS IN THE RING FOR NOTHING!

THIS LOOKS **BAD!** HE'S ALMOST AS STRONG AS THE **BEAST!**



THEN, BEFORE THE STARTLED ICEMAN CAN REGATHER HIS ENERGY FOR ANOTHER ATTACK...

WHAT **ODDS** WILL YOU GIVE, **MUSCLE-BOUND ??**

AND **NOW--** I'LL SHATTER YOU LIKE A PANE OF WINDOW GLASS---!!



ANOTHER ONE, EH? IT DOESN'T MATTER TO ME-- ANY ONE OF YOU WILL DO!

YOUR ONLY POWER IS IN YOUR WINGS -- AND THEY CAN'T DO YOU ANY GOOD AGAINST A **BREAK-PROOF WRESTLING HOLD!**

CAN'T LAND A BLOW! HAVE TO TRY SOMETHING **ELSE!**



SUDDENLY, THE GREAT BEATING **WINGS** SPREAD OUT, AND BOTH MUTANTS SOAR INTO THE SKY ABOVE....!

ANYONE CAN RASSLE, **UNUS!** BUT HERE'S A LITTLE **FLYING LESSON** FOR YOU!



YOU CAN'T HANG ON FOREVER!

WE'LL SEE HOW MUCH GOOD YOUR POWER DOES YOU--WHEN YOU **FALL!**

YOU CAN'T BLUFF ME! YOU'RE NOT MURDERERS-- AND I **KNOW** IT!



I WAS AFRAID OUR PLEDGE NEVER TO CAUSE HARM WITH OUR POWER WOULD ONE DAY WORK AGAINST US!

OKAY! MAYBE I CAN'T LET YOU BE HARMED... BUT I'LL SURE STOP YOU FROM HURTING ANYONE ELSE!

YOU CAN STAY UP THERE FOR A WHILE TO COOL OFF! AND I MAY NOT BE SO CHARITABLE NEXT TIME!



NICE GOING, WARREN!

WE STOPPED HIM FOR NOW! BUT WHAT HAPPENS IF HE MENACES US AGAIN?

NEXT TIME HE'LL BE TOO SMART TO TRY TO GRAB YOU, ANGEL!



HIS POWER CERTAINLY IS A STRANGE ONE! ALTHOUGH HE CAN BE TOUCHED, IT SEEMS THAT ANY WEAPON, OR ANY BLOW THROWN FOR THE PURPOSE OF INJURING HIM, IS AUTOMATICALLY DEFLECTED IN SOME WAY!

IF HE EVER JOINS MAGNETO, HOW WOULD WE FIGHT HIM?

NOTHING MORE WE CAN DO NOW! LET'S GET BACK TO HQ AND THINK THIS OUT!



AND SO...

EVEN IF THE BEAST HADN'T QUIT, HIS STRENGTH COULDN'T HELP US! HE'D BE UNABLE TO LAND A BLOW!

HOLD IT! THERE'S SOMEONE IN THE LAB!!



IT'S... THE BEAST!

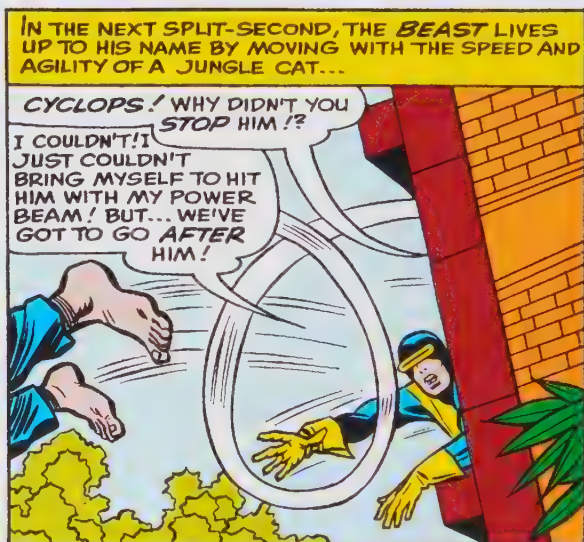
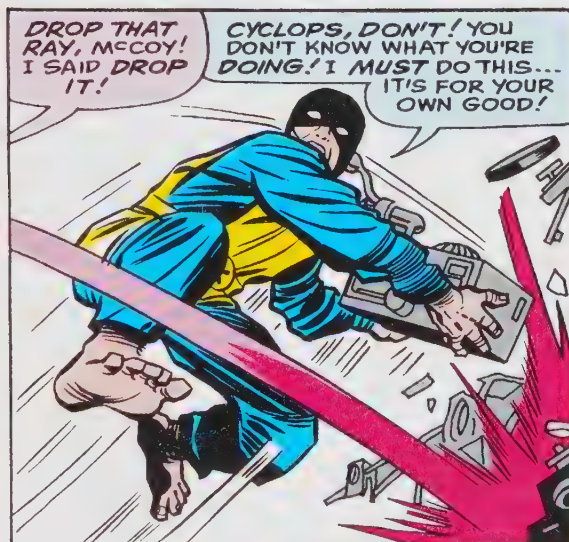
HANK! WHAT ARE YOU DOING BACK HERE? DOES THIS MEAN...?

IT PROBABLY MEANS I'M A KING-SIZED, ADDLE-PATED GLUTTON FOR PUNISHMENT!!



BUT, SINCE I'M APPARENTLY THE ONLY ONE WITH THE TECHNICAL SKILL AND INTELLECTUAL CAPACITY TO DEVISE A COUNTER-WEAPON TO UNUS' POWER, IT BEHOVES ME TO SAVE YOU FROM A POSSIBLE IGNOMINIOUS DEFEAT!

WHAT TYPE OF WEAPON IS THAT?





ANOTHER X-MAN! WELL, NO MATTER WHO YOU ARE, I'LL ... UNHHH!

YOU TALK TOO MUCH, MUSCLE MAN! PERHAPS THIS WILL SILENCE YOU...



YOU FOOL! THAT DIDN'T AFFECT ME!

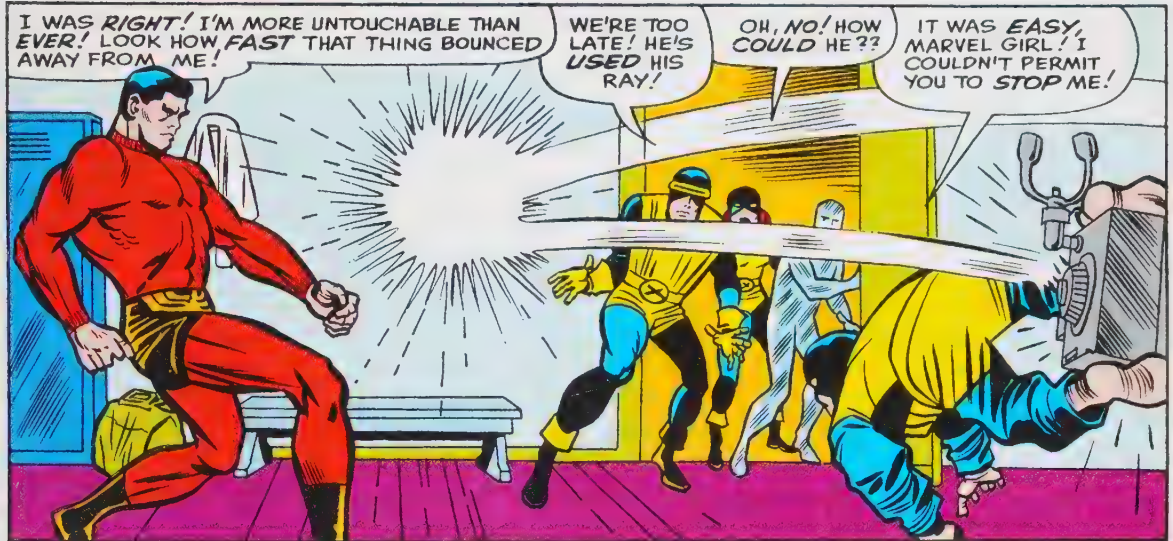
I DIDN'T REALIZE...

WAIT! IT DID! I CAN FEEL IT! IT MADE ME STRONGER THAN EVER! MY POWER HAS BEEN INCREASED!

YOU MUST BE ON MY SIDE! MAGNETO MUST HAVE SENT YOU!

THINK WHAT YOU WANT TO, UNUS!

AND NOW, LET'S PUT YOUR NEW POWER TO THE TEST!



I WAS RIGHT! I'M MORE UNTOUCHABLE THAN EVER! LOOK HOW FAST THAT THING BOUNCED AWAY FROM ME!

WE'RE TOO LATE! HE'S USED HIS RAY!

OH, NO! HOW COULD HE??

IT WAS EASY, MARVEL GIRL! I COULDN'T PERMIT YOU TO STOP ME!



CYCLOPS! WHAT'S OUR NEXT MOVE?

NOTHING YET! STAY BACK! SEE WHAT UNUS TRIES TO DO!

I'LL RESTRAIN THEM, UNUS! YOU EXPERIMENT WITH YOUR NEW POWER... THEN WE'LL BE BACK!

YOU'LL MAKE A GOOD MEMBER FOR MAGNETO, TOO! ANYONE WHO'D BETRAY HIS OWN TEAM BY HELPING THE ENEMY...



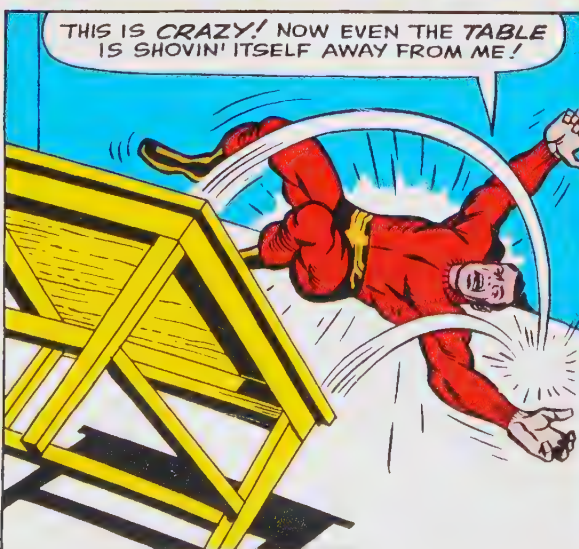
THEN, AS THE SHOCKED X-MEN LEAVE THE GYM...

CYCLOPS... LET SOMEONE ELSE HANDLE HANK! I... I CAN'T GET MYSELF TO DO IT!

WASN'T IT ENOUGH TO DESERT US? DID YOU HAVE TO BETRAY US, AS WELL?!

I DID IT FOR YOUR OWN SAKE, SCOTT! YOU'LL SEE!

TAKE YOUR HAND OFF ME!



DAZED, CONFUSED, THE ANGRY MUTANT WALKS INTO THE STREET, AS EVERY OBJECT HE PASSES RECOILS AS THOUGH IT HAS A WILL OF ITS OWN!

OUT OF MY WAY, FOOLS! I'M INVULNERABLE, CAN'T YOU SEE? I'M UN-TOUCHABLE!

FINALLY, THE PANGS OF HUNGER BEGIN TO GNAW AT HIM, AND SO...

GIVE ME A STEAK... AND MAKE IT FAST... UNDERSTAND??

SURE, BIG FELLA! I'VE GOT ONE RIGHT HERE! I WAS GONNA GIVE IT TO SOMEONE ELSE, B-BUT HE'S NOT AS BIG AS YOU!

WHA...?? IT FLEW RIGHT OUT OF THE PLATE!

THEN GIVE ME ANOTHER! I'M HUNGRY, DO YOU HEAR... HUNGRY!

CYCLOPS! YOU'D BETTER CONTACT PROFESSOR X! HE'LL KNOW WHAT TO DO WITH THE BEAST!

NO, BOBBY! I WON'T DISTURB HIM YET! THE BEAST CAN DO NOTHING MORE WHILE HE'S WITH US!

IT'S TOO LATE TO DO ANYTHING NOW! JUST WAIT... YOU'LL SEE!

I HAVE ANOTHER PLAN TO TRY NOW! ARE YOU READY, WARREN?

READY, CYKE!

PERFECT! IF ALL ELSE FAILS, WE'LL DROP A PLASTIC BUBBLE LIKE THIS ONE OVER UNUS! HE WON'T BE ABLE TO TOUCH IT... IT WILL MOVE WITH HIM! IT WILL BE A FORM OF PORTABLE PRISON!

GET THE PHONE, JEAN! IT MUST BE ICEMAN! I SENT HIM TO THE CITY, TO KEEP WATCH ON UNUS!

I HOPE BOBBY DIDN'T GET INTO ANY TROUBLE! IF UNUS SHOULD CATCH HIM ALONE....!

RRRINGG!

BOBBY IS A FULL-FLEDGED GRADUATE X-MAN NOW! HE CAN HANDLE HIMSELF!

HE WANTS US TO COME TO THE CORNER OF BROADWAY AND 46TH STREET... ON THE DOUBLE!

WHAT DOES HE SAY?

EXACTLY TEN SECONDS LATER...

DON'T MAKE ANY SUDDEN MOVES, BEAST! WE'RE ALL WATCHING YOU!

I APPLAUD YOUR GOOD JUDGEMENT! YOU COULDN'T HAVE SELECTED A LOVELIER SPECIMEN FOR OBSERVATION!



**AN
X-MEN
X-TRA**

**SPECIAL
PIN-UP
PAGE**

The **BEAST**



*Indubitably
Yours,
Hank
McCoy*



MARVEL
COMICS
GROUP **12¢**

the X-MEN

APPROVED
BY THE
COMICS
CODE
AUTHORITY

9
JAN

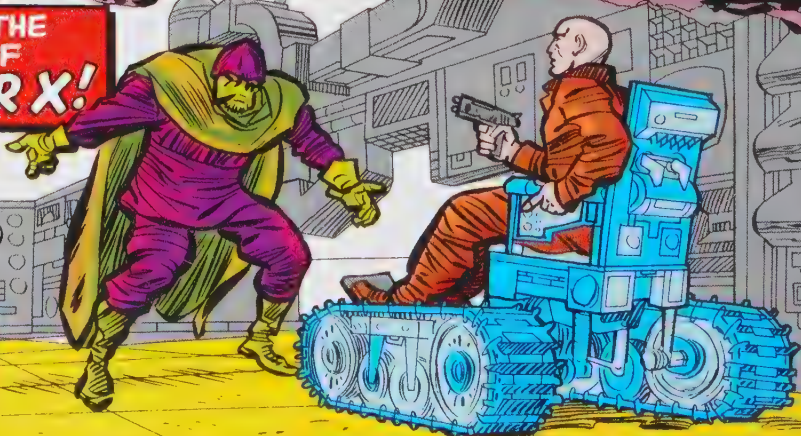
**GUEST-STARRING:
THE MIGHTY
AVENGERS**

ANOTHER TRULY MARVEL-
OUS
STAR-STUDDED EPIC!!
SEE THE DESPERATE X-MEN,
TRAPPED IN THE HEART OF EUROPE!



DON'T MISS THE
RETURN OF
PROFESSOR X!

And WAIT TILL
YOU MEET
LUCIFER!



X-MEN
THE MOST UNUSUAL
TEEN-AGERS OF ALL
TIME!

ENTER THE AVENGERS!

**FEATURING: THE EARTH-
SHATTERING THREAT OF
LUCIFER!**

Whatever You Want In A
Super-epic, This One's
GOT It!!



SAVAGELY WRITTEN
BY: **STAN LEE**

SUPREMELY DRAWN
BY: **JACK KIRBY**

SUPERBLY INKED
BY: **CHIC STONE**

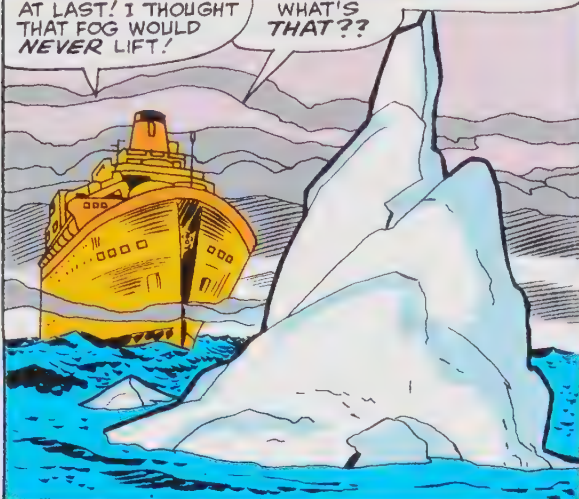
STOICALLY LETTERED
BY: **S. ROSEN**

MIGHTY MARVEL DOES IT AGAIN!

OUR STARTLING SAGA BEGINS IN THE NORTH ATLANTIC, AS A DANGEROUS ICEBERG SUDDENLY DRIFTS INTO THE PATH OF A SPEEDING SUPER-LINER...

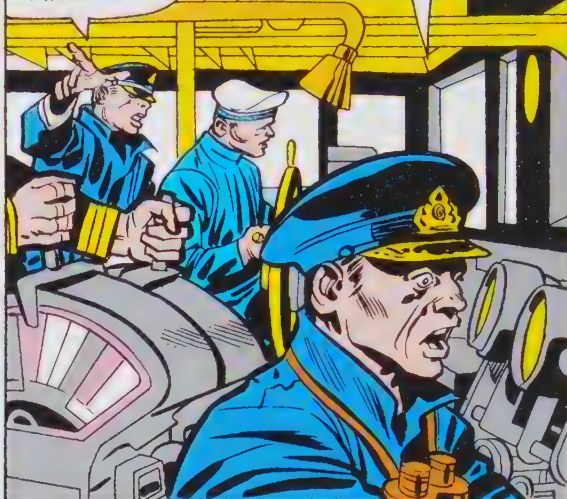
THERE'S THE SUN AT LAST! I THOUGHT THAT FOG WOULD NEVER LIFT!

BUT LOOK... STRAIGHT AHEAD OF US... WHAT'S THAT??

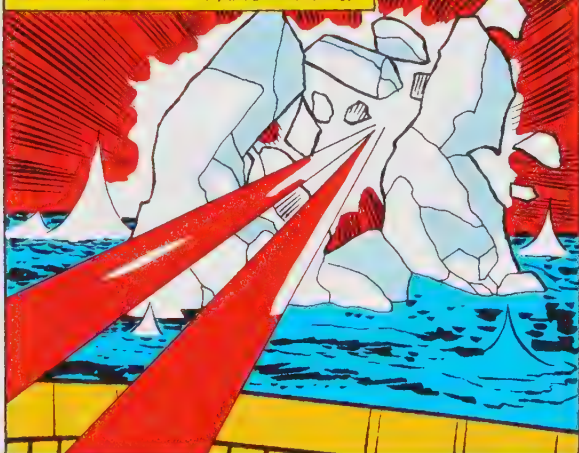


REVERSE ENGINES!! ICEBERG... DIRECTLY AHEAD!

TOO LATE!! WE CAN'T STOP IN TIME! SOUND THE ALARM! PREPARE FOR COLLISION!



BUT THEN, SECONDS BEFORE THE FATAL IMPACT, A BLINDING, SHATTERING, MYSTERIOUS TWIN-BEAM SHOOT'S OUT, BLASTING THE MIGHTY ICEBERG INTO HARMLESS FRAGMENTS!!



WHAT IN THE NAME OF CREATION WAS THAT??!

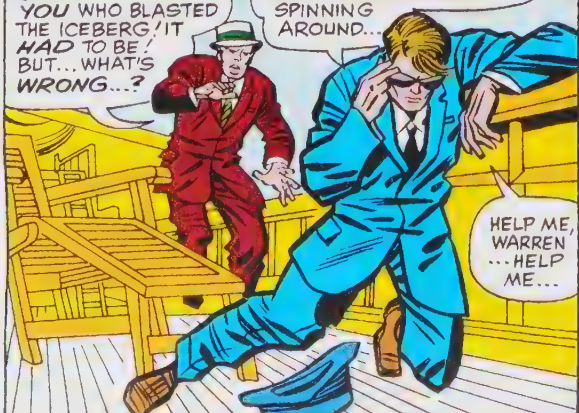
WHATEVER IT WAS, IT DESTROYED THE ICEBERG! THE SHIP, AND OUR PASSENGERS, ARE SAFE!



AND, OF ALL THE HUNDREDS ON BOARD, ONLY A HANDFUL KNOW WHAT REALLY SAVED THE MAJESTIC LINER! A HANDFUL OF THE MOST UNUSUAL TEEN-AGERS OF ALL TIME...

SCOTT! IT WAS YOU WHO BLASTED THE ICEBERG! IT HAD TO BE! BUT...WHAT'S WRONG...?

TOO BIG A STRAIN! WEAK... EVERYTHING SPINNING AROUND...



HELP ME, WARREN... HELP ME...

EASY, SCOTTY! I'LL GET YOU TO YOUR STATE-ROOM IN TWO SHAKES!

HMMPH!! LOOK AT THAT YOUNG MAN, MATILDA! HE SHOULD HAVE TAKEN SEASICK PILLS!

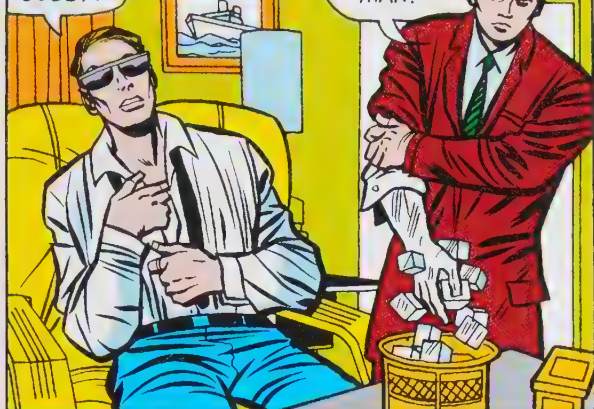
I DECLARE! THIS YOUNGER GENERATION JUST ISN'T AS HARDY AS WE WERE, SAMUEL!



MOMENTS LATER...

IT'S LUCKY FOR ME THAT EVERYONE WAS AT THE RAILING, LOOKING OUT TO SEA! SO THEY DIDN'T NOTICE WHO TRANSMITTED THE POWER BEAM, BOBBY!

YOU'RE RIGHT, SCOTTY! THERE'D BE A **PANIC** ON BOARD IF FOLKS KNEW THE **X-MEN** WERE AMONG THEM! HERE, I'LL WHIP UP SOME ICE CUBES FOR YOU, LEADER MAN!



DON'T BOTHER GETTING AN ICE-PACK, BOBBY! I'LL COOL SCOTT'S BROW WITH THEM **TELEKINETICALLY!**

THANKS, JEAN! THAT'S JUST WHAT I NEEDED!

OH, SCOTT! MY HEART JUST BREAKS WHEN I SEE YOU SO PALE, SO SHAKEN! IF ONLY I COULD COMFORT YOU WITH MY ARMS... MY LIPS... BUT I KNOW I MUSTN'T! AS OUR ACTING LEADER, YOU'VE NO TIME FOR THOUGHTS OF... ROMANCE!



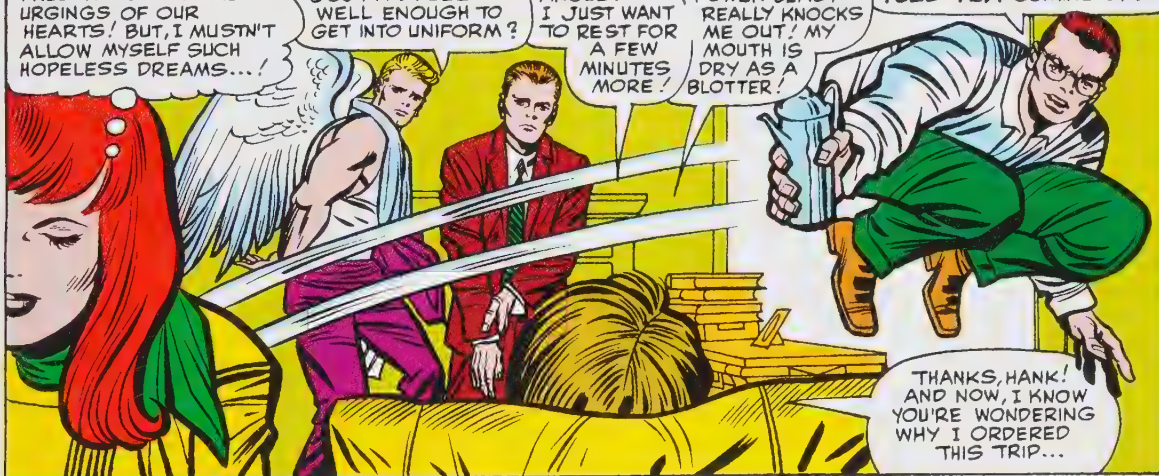
IF ONLY WE WERE ORDINARY HUMANS... FREE TO FOLLOW THE URGINGS OF OUR HEARTS! BUT, I MUSTN'T ALLOW MYSELF SUCH HOPELESS DREAMS...

WE'LL BE DOCKING IN EUROPE SOON, SCOTTY! FEEL WELL ENOUGH TO GET INTO UNIFORM?

SURE! I'LL BE FINE, ANGEL! I JUST WANT TO REST FOR A FEW MINUTES MORE!

USING A FULL-INTENSITY POWER BLAST REALLY KNOCKS ME OUT! MY MOUTH IS DRY AS A BLOTTER!

I'LL REMEDY THAT, BROTHER CYCLOPS! ONE **ICED TEA** COMING UP!



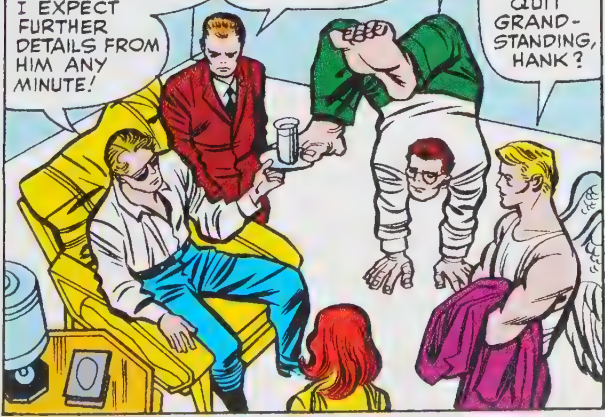
THANKS, HANK! AND NOW, I KNOW YOU'RE WONDERING WHY I ORDERED THIS TRIP...

PROFESSOR X CONTACTED ME LAST WEEK! HE SAID THERE WAS A MISSION FOR US IN EUROPE! IN FACT, I EXPECT FURTHER DETAILS FROM HIM ANY MINUTE!

I HAD A **FEELING** WE'D HEAR FROM THE PROF SOONER OR LATER!

ONE **ICED TEA**... COMPLIMENTS OF THE **BENEVOLENT BEAST!**

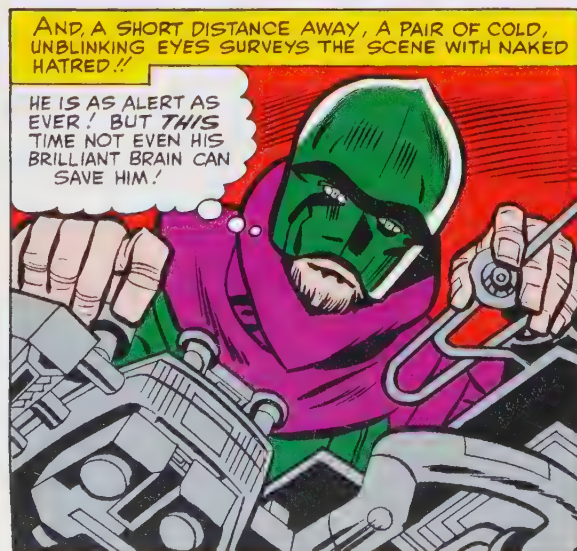
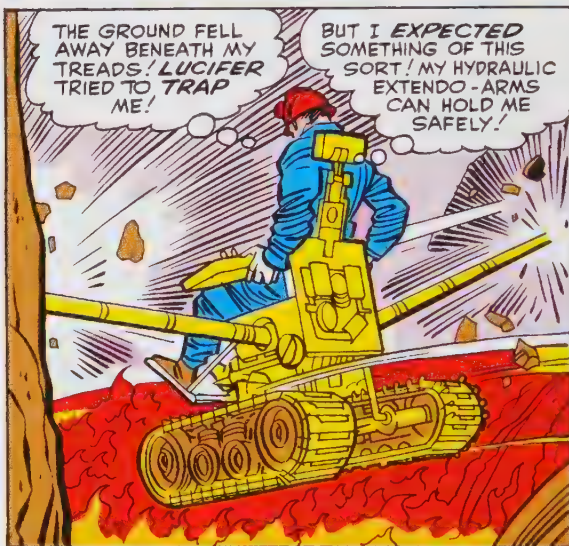
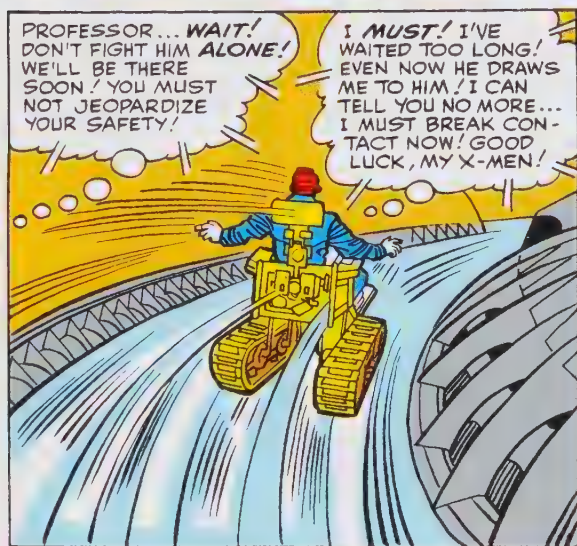
DON'T YOU EVER QUIT GRAND-STANDING, HANK?



THEN, SUDDENLY, THE YOUTH KNOWN AS **CYCLOPS** RECEIVES A MENTAL IMAGE... TRANSMITTED BY THE MOST POWERFUL MUTANT BRAIN OF ALL TIME...!!

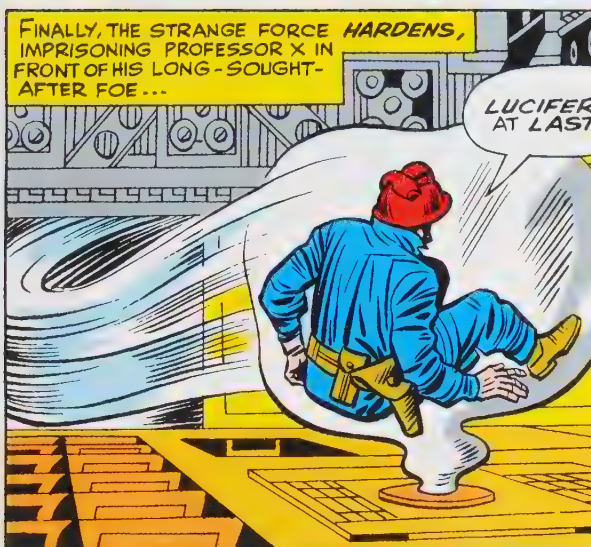
HOLD IT! BE SILENT, ALL OF YOU! THE PROFESSOR IS MAKING CONTACT AGAIN!!







* IDIOMATIC NAME FOR WESTERN DESERT DUST STORM... STAN.

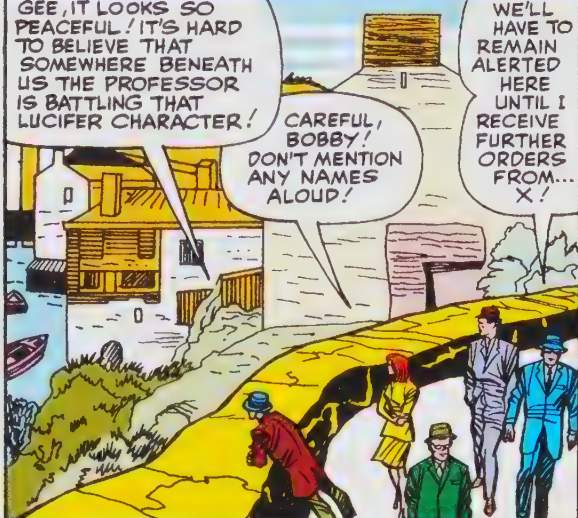


BUT, LET US LEAVE THE TWO MIGHTY ANTAGONISTS FOR A MOMENT, AND TURN OUR ATTENTION TO A NEARBY BAVARIAN VILLAGE, WHERE WE FIND...

GEE, IT LOOKS SO PEACEFUL! IT'S HARD TO BELIEVE THAT SOMEWHERE BENEATH US THE PROFESSOR IS BATTLING THAT LUCIFER CHARACTER!

CAREFUL, BOBBY! DON'T MENTION ANY NAMES ALOUD!

WE'LL HAVE TO REMAIN ALERTED HERE UNTIL I RECEIVE FURTHER ORDERS FROM... X!



SUDDENLY, A POWERFUL, DRAMATIC FIGURE PLUMMETS DOWN FROM THE SKY, BEHIND THE X-MEN...

AT LAST! I SEEM TO BE NEARING THE END OF OUR SEARCH!



WHAT IS IT, THOR? WHY DID YOU STOP?

WE HAVE FOLLOWED THESE STRANGE IMPULSES ALL THE WAY FROM AMERICA... BUT NOW...

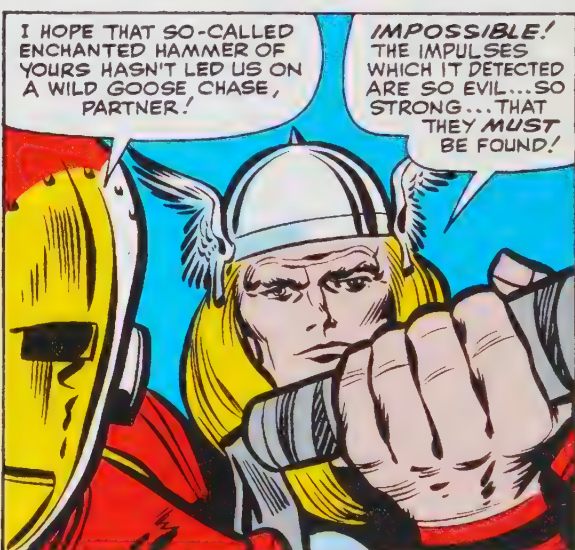
... MY HAMMER BEGINS TO QUIVER! OUR GOAL IS NEAR AT HAND!

WELL, IT'S ABOUT TIME!

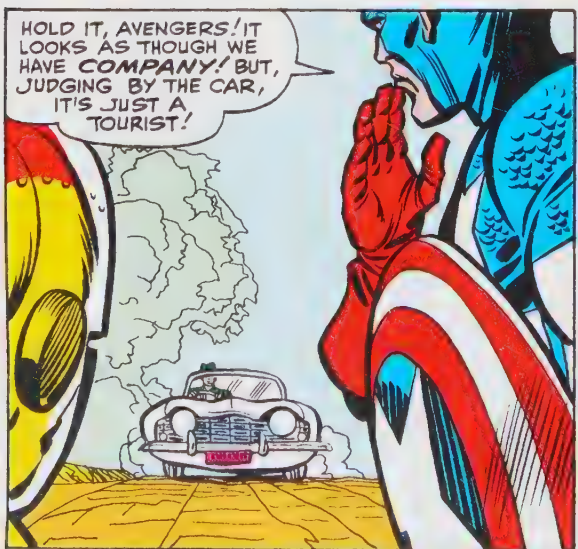


I HOPE THAT SO-CALLED ENCHANTED HAMMER OF YOURS HASN'T LED US ON A WILD GOOSE CHASE, PARTNER!

IMPOSSIBLE! THE IMPULSES WHICH IT DETECTED ARE SO EVIL... SO STRONG... THAT THEY MUST BE FOUND!

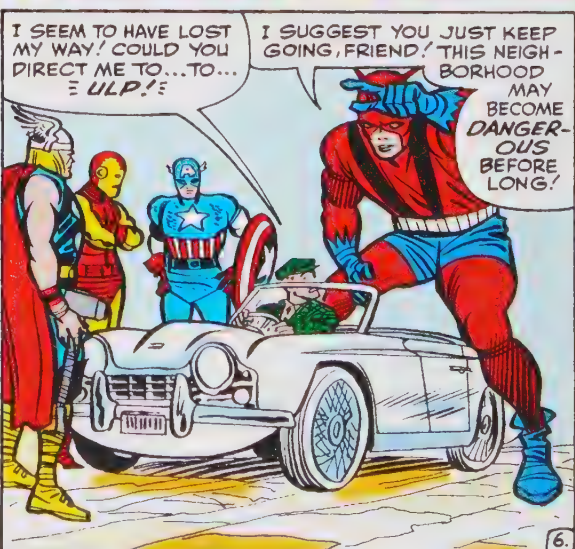


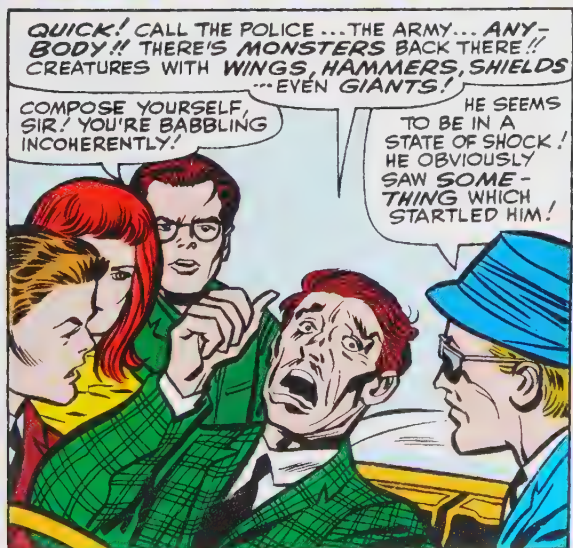
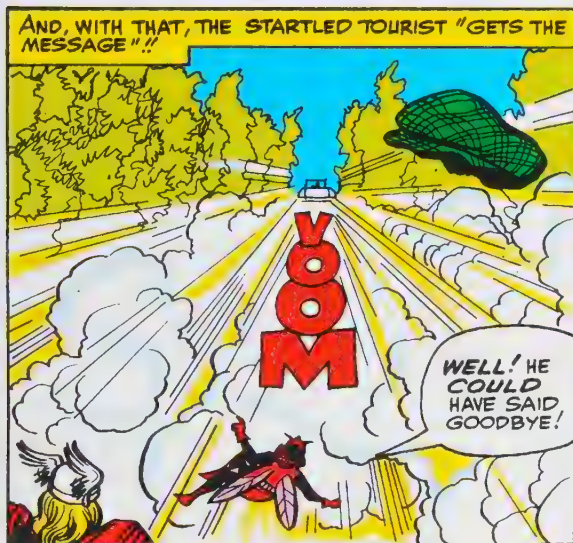
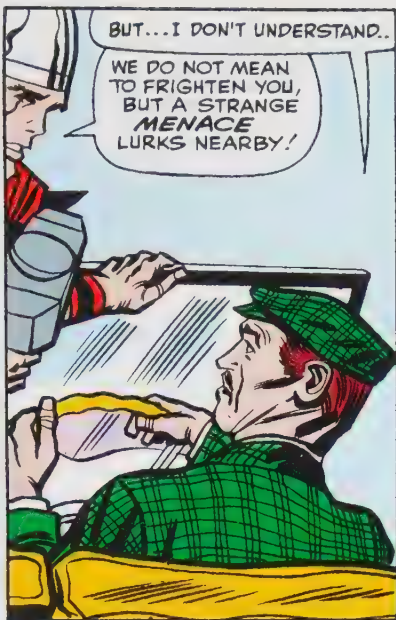
HOLD IT, AVENGERS! IT LOOKS AS THOUGH WE HAVE COMPANY! BUT, JUDGING BY THE CAR, IT'S JUST A TOURIST!

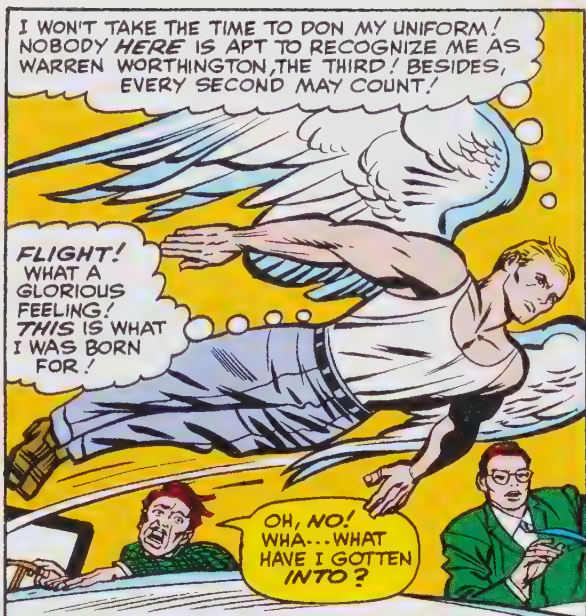


I SEEM TO HAVE LOST MY WAY! COULD YOU DIRECT ME TO... TO... ULP!?

I SUGGEST YOU JUST KEEP GOING, FRIEND! THIS NEIGHBORHOOD MAY BECOME DANGEROUS BEFORE LONG!



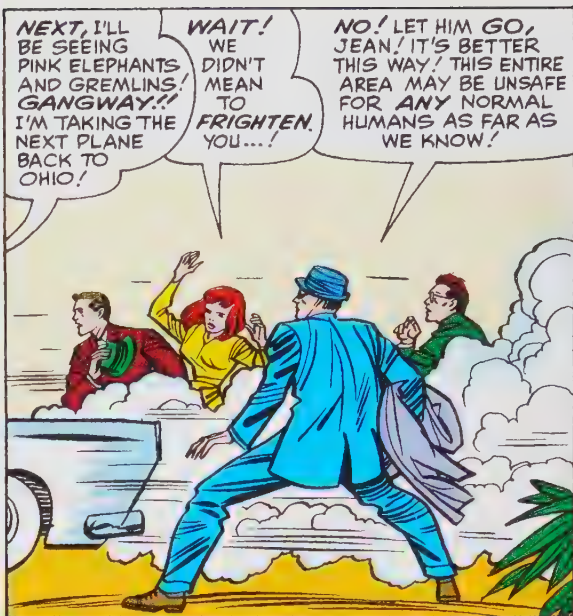




I WON'T TAKE THE TIME TO DON MY UNIFORM! NOBODY *HERE* IS APT TO RECOGNIZE ME AS WARREN WORTHINGTON, THE THIRD! BESIDES, EVERY SECOND MAY COUNT!

FLIGHT! WHAT A GLORIOUS FEELING! THIS IS WHAT I WAS BORN FOR!

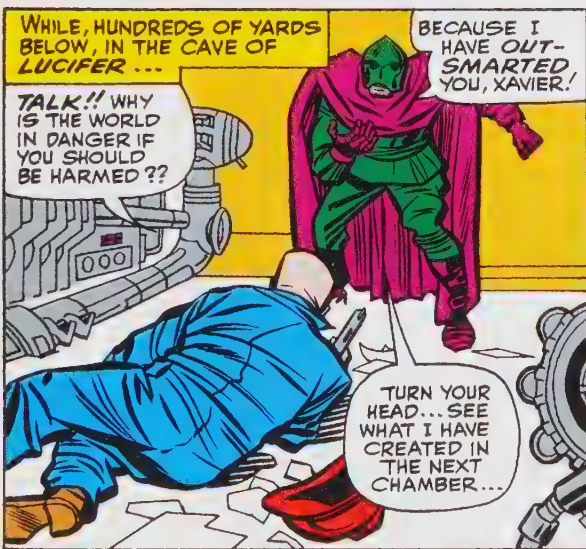
OH, NO! WHA...WHAT HAVE I GOTTEN INTO?



NEXT, I'LL BE SEEING PINK ELEPHANTS AND GREMLINS! GANGWAY!! I'M TAKING THE NEXT PLANE BACK TO OHIO!

WAIT! WE DIDN'T MEAN TO FRIGHTEN YOU...!

NO! LET HIM GO, JEAN! IT'S BETTER THIS WAY! THIS ENTIRE AREA MAY BE UNSAFE FOR ANY NORMAL HUMANS AS FAR AS WE KNOW!

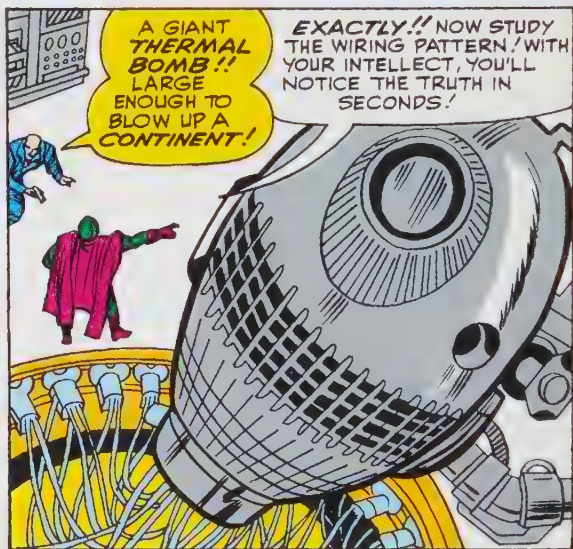


WHILE, HUNDREDS OF YARDS BELOW, IN THE CAVE OF LUCIFER ...

TALK!! WHY IS THE WORLD IN DANGER IF YOU SHOULD BE HARMED ??

BECAUSE I HAVE OUTSMARTED YOU, XAVIER!

TURN YOUR HEAD...SEE WHAT I HAVE CREATED IN THE NEXT CHAMBER...



A GIANT THERMAL BOMB!! LARGE ENOUGH TO BLOW UP A CONTINENT!

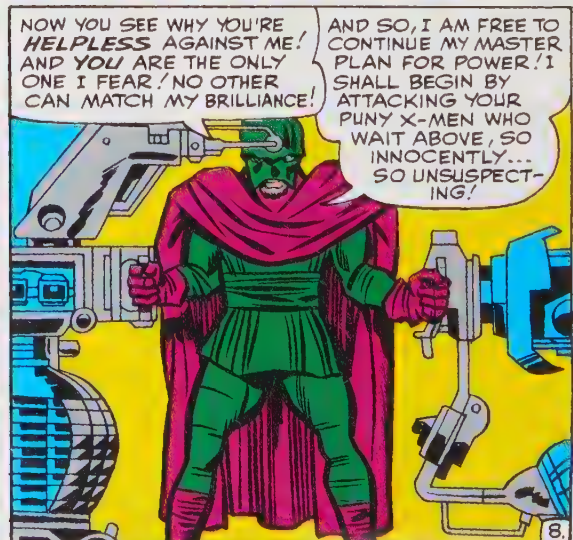
EXACTLY!! NOW STUDY THE WIRING PATTERN, WITH YOUR INTELLECT, YOU'LL NOTICE THE TRUTH IN SECONDS!



THE CONTROL CIRCUITS ARE ATTUNED TO YOUR OWN HEARTBEAT!! NOW I SEE IT! YOU'VE FOUND THE PERFECT DEFENSE AGAINST ME!

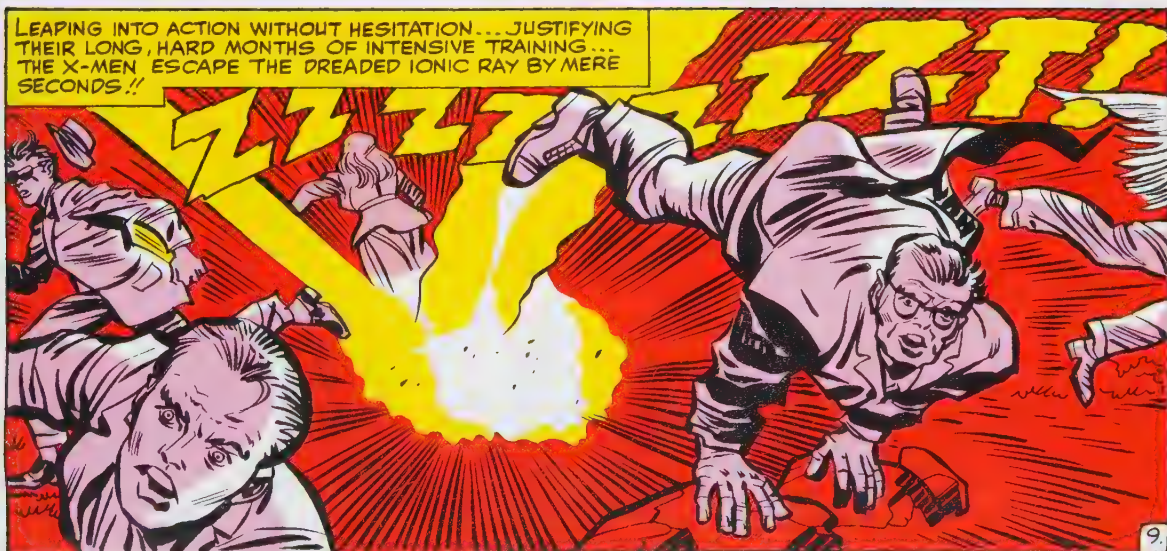
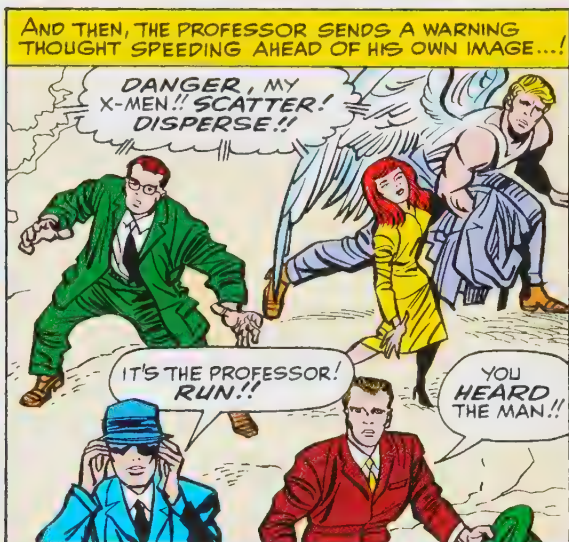
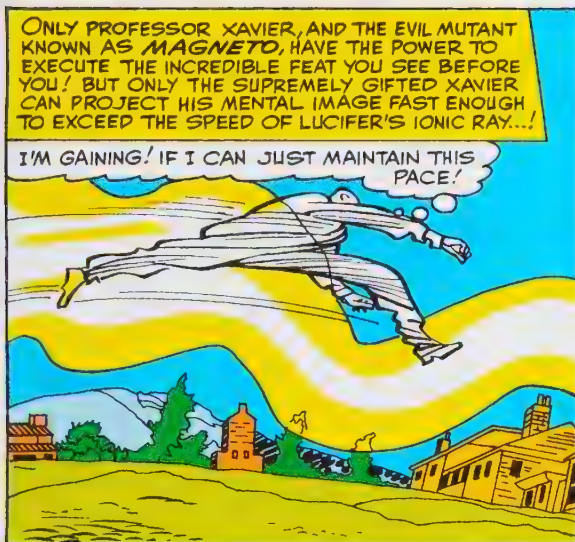
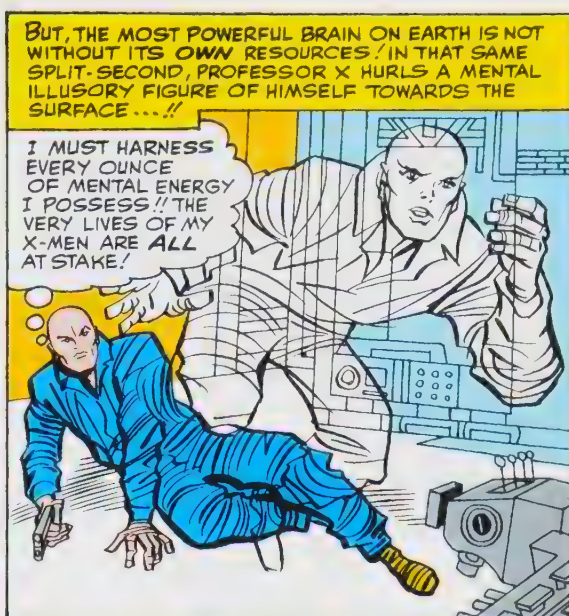
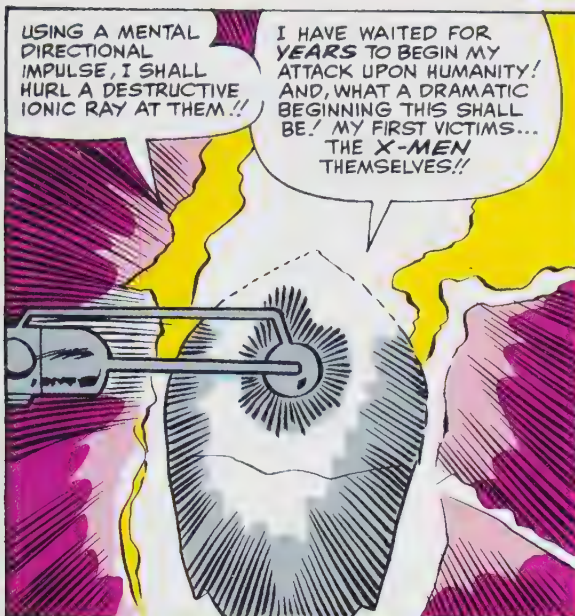
OF COURSE! I KNEW YOU'D FIND ME SOONER OR LATER!

BUT, IF MY HEARTBEAT SHOULD STOP...IF I SHOULD DIE... THE BOMB WILL GO OFF... NOTHING CAN STOP IT!



NOW YOU SEE WHY YOU'RE HELPLESS AGAINST ME! AND YOU ARE THE ONLY ONE I FEAR! NO OTHER CAN MATCH MY BRILLIANCE!

AND SO, I AM FREE TO CONTINUE MY MASTER PLAN FOR POWER! I SHALL BEGIN BY ATTACKING YOUR PUNY X-MEN WHO WAIT ABOVE, SO INNOCENTLY... SO UNSUSPECTING!



ITS MISSION SUCCESSFUL, THE PROFESSOR'S MENTAL IMAGE FADES INTO NOTHINGNESS, AS THE INTREPID BAND OF TEEN-AGERS NOW GIRD THEMSELVES FOR BATTLE...!!



NO NEED FOR CIVILIAN GARB NOW! THE PRETENSE HAS ENDED! THE PRELUDE IS OVER!

--AND NOW, THE CURTAIN RISES ON ACT ONE! THE STAGE IS SET... THE CAST IS ASSEMBLED!...



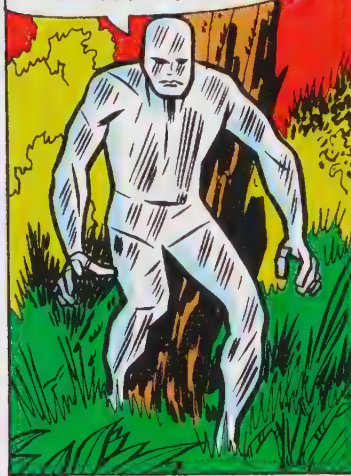
--AND, UNLESS I AM GRIEVOUSLY MISTAKEN, THE **BEAST** IS DESTINED TO PLAY A STELLAR ROLE!



I DON'T KNOW WHAT DANGER THREATENS THE PROFESSOR...OR US! I DON'T EVEN KNOW WHO LUCIFER IS!!



ALL THAT I **DO** KNOW IS THAT THE X-MEN ARE NEEDED...!



AND THAT'S ENOUGH FOR ICEMAN!!



MARVEL GIRL REPORTING, CYCLOPS! LOOK OUT, YOU'LL STUMBLE INTO THAT HOLE IN FRONT OF YOU!



THERE'S NOT ENOUGH TIME TO SIDE-STEP!!



BUT, BY TELEKINETICALLY PUTTING THAT LOG OVER IT, I CAN STEP DOWN IN SAFETY!!



WELL DONE, MARVEL GIRL!!

THAT THOUGHT! IT'S THE PROFESSOR!



I MUST WARN YOU!
IF YOU ENCOUNTER
LUCIFER-- DEFEND
YOURSELVES WITH
ALL YOUR POWER,
BUT-- HE MUST NOT
BE SLAIN-- NOR
EVEN PHYSICALLY
HARMED! NO TIME
FOR FURTHER
EXPLANATION--

BUT KNOW THIS-- IF
ANYTHING AFFECTS
LUCIFER'S HEARTBEAT,
ALL OF EARTH
MAY BE IN PERIL!
AND NOW--
BEHIND YOU!
I SENSE MORE
DANGER!

GOSH!
NOW
WHAT
--??



STAND YOUR GROUND! I SPEAK FOR THE
AVENGERS! WE HAVE DETECTED AN AWESOME
MENACE--ONE WHICH WE MUST DESTROY
FOR THE SAFETY OF MANKIND!

THE AVENGERS!
GOSH-- WHAT DO
WE DO NOW?



I AM CYCLOPS! I SPEAK FOR THE X-MEN! YOU MUST NOT INTERFERE! THE MISSION IS OURS!

NONSENSE, SON! WE FIGHT FOR THE SAME
CAUSE! LET US
JOIN FORCES!

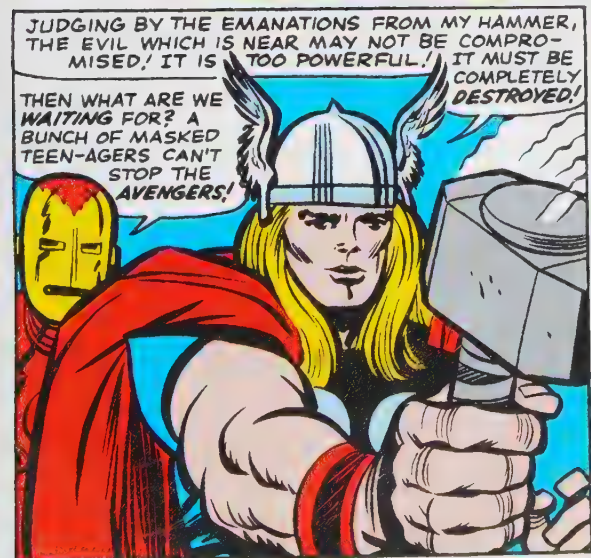
WHY DOES EVERY GROUP
WE MEET TRY TO HOG
THE BATTLE FOR
THEMSELVES?*

IF YOU ATTEMPT TO STAY
OUR HAND--WE SHALL
SUSPECT YOUR MOTIVES!
SO BE WARNED!

CAREFUL, SCOTT! DON'T
ANTAGONIZE
THEM!

WOW! WE'RE
IN FOR IT
NOW!

*SEE FF.#31--STAN!



JUDGING BY THE EMANATIONS FROM MY HAMMER,
THE EVIL WHICH IS NEAR MAY NOT BE COMPRO-
MISED! IT IS TOO POWERFUL! IT MUST BE
COMPLETELY DESTROYED!

THEN WHAT ARE WE
WAITING FOR? A
BUNCH OF MASKED
TEEN-AGERS CAN'T
STOP THE
AVENGERS!



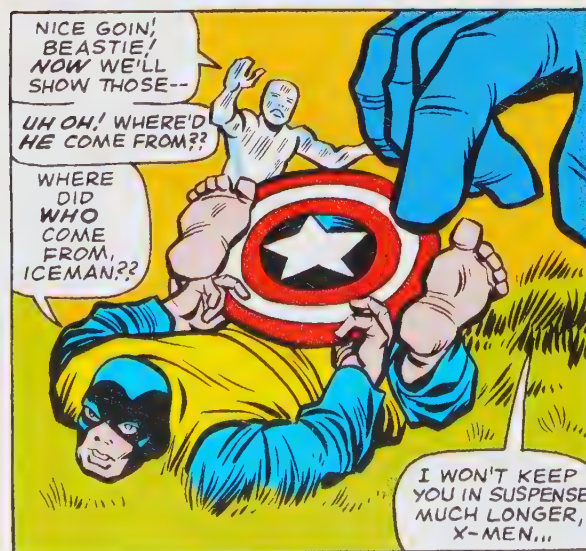
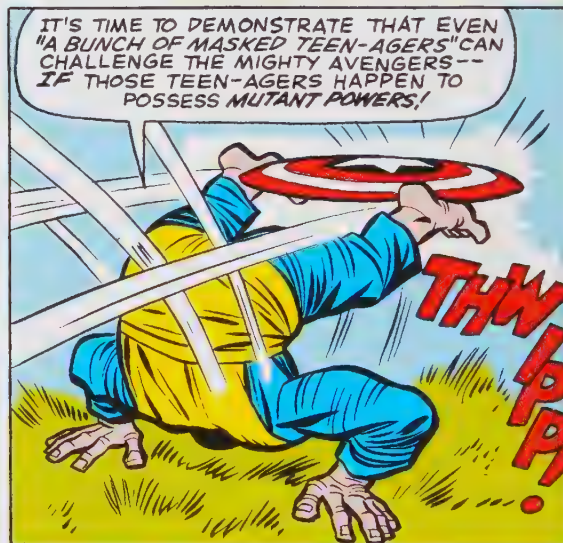
BUT, SUDDENLY--THE INVISIBLE MENTAL IMAGE OF
PROFESSOR X AGAIN APPEARS...

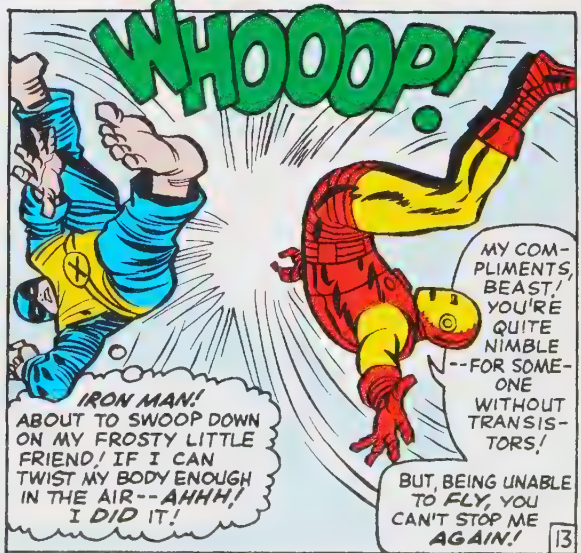
MUST NOT BE HARMED! I WILL DEAL WITH HIM! YOU
MUST DELAY
THE AVENGERS
AT ALL COSTS!

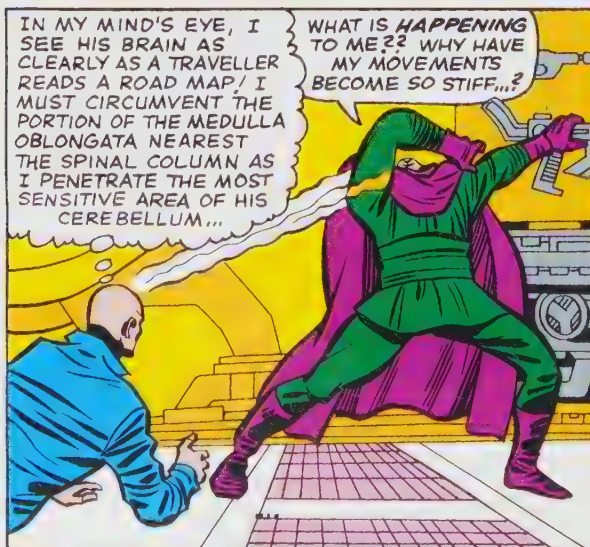
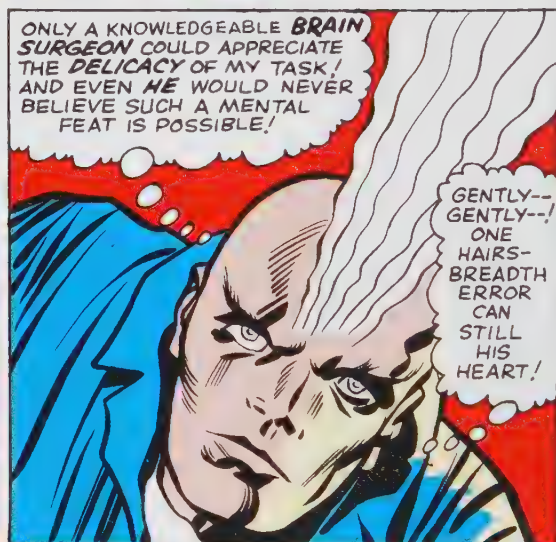
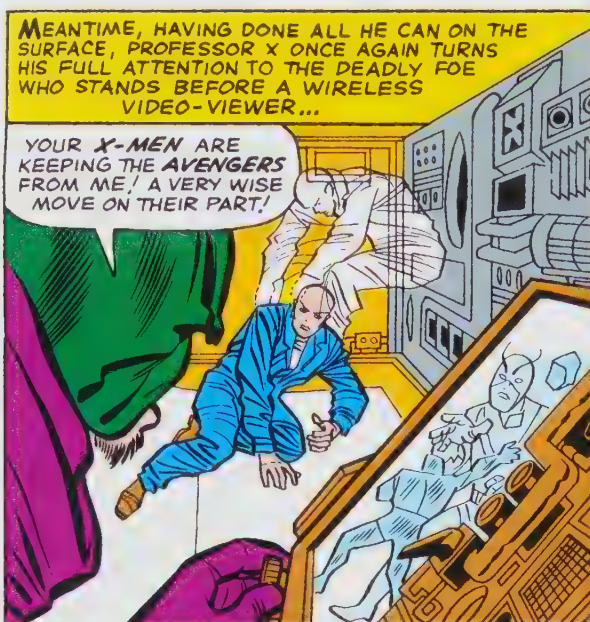
STOP THEM! LUCIFER
MUST DELAY
THE AVENGERS
AT ALL COSTS!

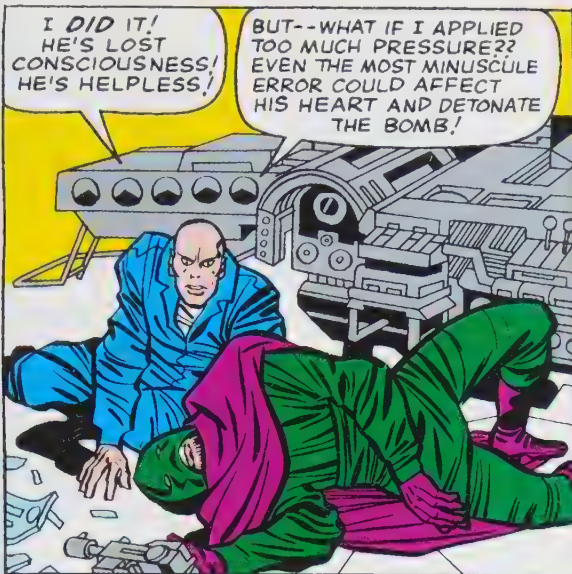
WE WON'T FAIL YOU,
SIR!

BUT, IN THE
NAME OF
HEAVEN--HOW
CAN WE STOP
--THEM??!









I DID IT!
HE'S LOST
CONSCIOUSNESS!
HE'S HELPLESS!

BUT--WHAT IF I APPLIED
TOO MUCH PRESSURE??
EVEN THE MOST MINUSCULE
ERROR COULD AFFECT
HIS HEART AND DETONATE
THE BOMB!



HIS HEARTBEAT *SEEMS*
REGULAR-- BUT I AM NO
PHYSICIAN! I CANNOT
BE CERTAIN! AT LEAST
--HE STILL *LIVES!*

IF ONLY I COULD
FIND A WAY TO
REMOVE THE BOMB'S
FUSE WHILE HE IS
HELPLESS! BUT, FOR
SUCH A TASK, I NEED
MY *X-MEN'S*
ASSISTANCE!!!



MEANWHILE, DIRECTLY OVERHEAD, THE X-MEN ARE STILL FIGHTING A VALIANT,
THOUGH UPHILL, BATTLE!!!

WE'VE
BEEN
HANDLING
YOU WITH
KID
GLOVES
UP TILL
NOW,
CYCLOPS!

BUT, WE'RE BEGIN-
NING TO LOSE
PATIENCE!

HOW MUCH LONGER
CAN MY TELEKINETIC
POWER HELP?? MY
HEAD IS SPLITTING
NOW!

YOU'RE WASTING YOUR
TIME, MARVEL GIRL!
YOU CAN'T STOP *ME* WITH
SOME FLOATING STONES!

WHAT FATE
COULD
HAVE
BEFALLEN THE PRO-
FESSOR??
IF ONLY
HE'D COM-
MUNICATE
WITH US
AGAIN!!!

WE CAN'T
STOP--
TILL WE
HEAR
FROM THE
PROFESSOR!



NO MORE BARRIER OF ICE
CAN STAY THOR'S HAMMER!
GIVE UP THIS USELESS
BATTLE, OR I *STRIKE!*

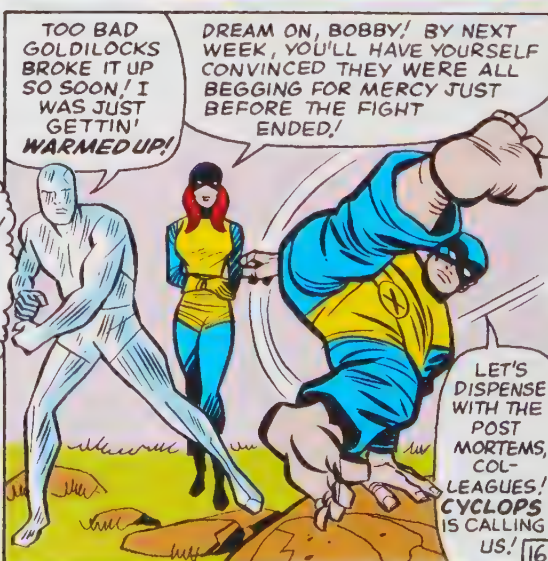
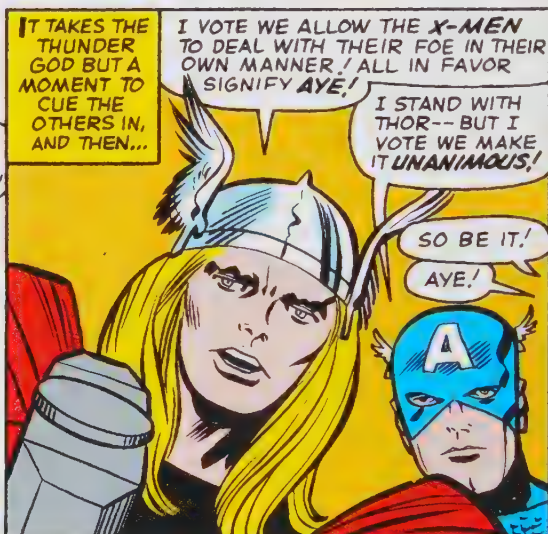
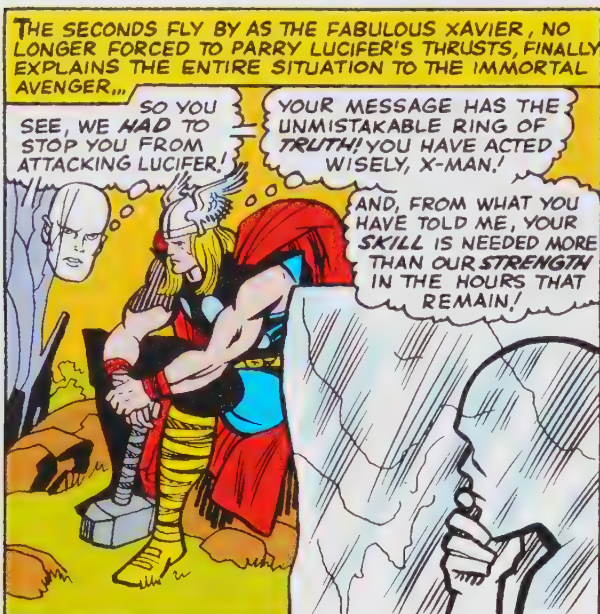
GO FLY A KITE,
CURLYLOCKS!
YOU'RE TOO *SQUARE*
TO SCARE ANYONE!

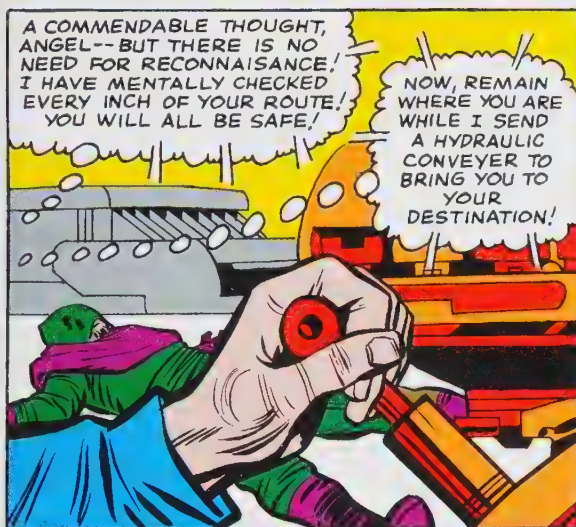
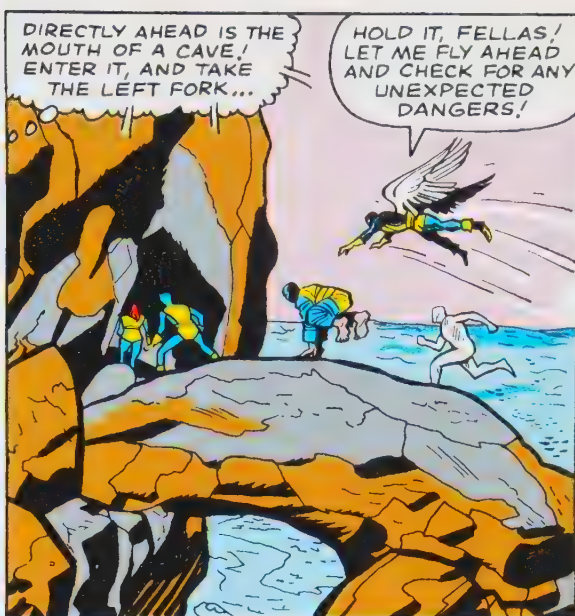


BUT THEN, JUST AS THE ENRAGED THUNDER GOD
CAN CONTAIN HIS FURY NO LONGER...

THERE IS NO *NEED* FOR
THAT, THOR! *THEY* HAVE
NOT DEFIED YOU-- I
HAVE!

A *VOICE!* SPEAK-
ING IN MY BRAIN!
AND YET-- IT COMES
NOT FROM ASGARD!
WHAT SORCERY IS
THIS ???



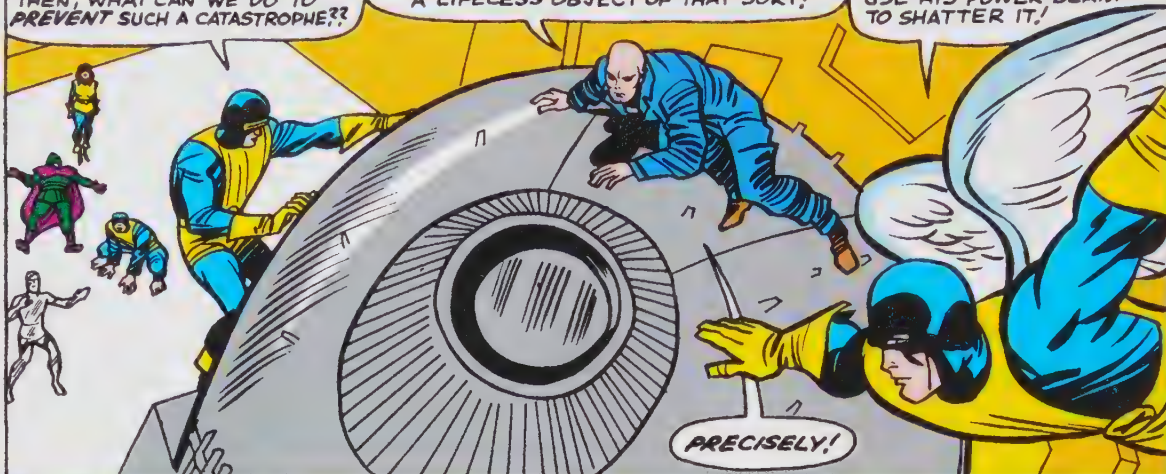


WHILE ASCENDING TO THE TOP OF THE BOMB, THE PROFESSOR BRIEFS HIS X-MEN AS TO THE PROBLEM THAT FACES THEM, AND THEN...

SO, IF ANYTHING CHANGES OR STOPS LUCIFER'S HEARTBEAT, THE BOMB WILL EXPLODE! THEN, WHAT CAN WE DO TO PREVENT SUCH A CATASTROPHE??

WE MUST REMOVE THE FUSE! BY SHEER MENTAL PROWESS, I MIGHT BE ABLE TO LOCATE IT... BUT MY THOUGHTS ALONE ARE NOT POWERFUL ENOUGH TO AFFECT A LIFELESS OBJECT OF THAT SORT!

I THINK I SEE WHAT YOUR PURPOSE IS, PROFESSOR! YOU'LL FIND THE FUSE-- AND THEN CYCLOPS WILL USE HIS POWER BEAM TO SHATTER IT!



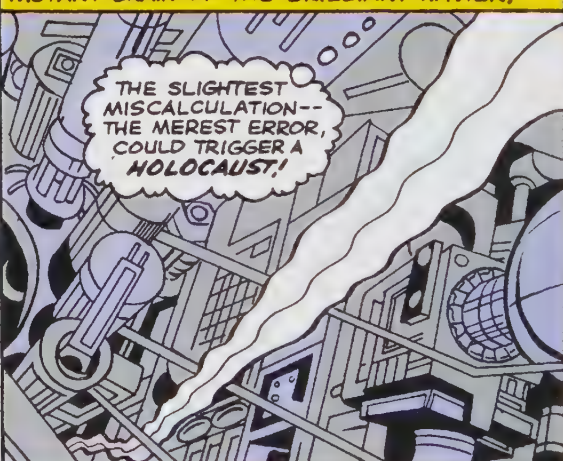
AND SO, THE CRUCIAL PROJECT BEGINS...

HAVE YOU DETECTED IT YET, SIR?

DO NOT SPEAK! I MUST CONCENTRATE ON NOTHING BUT THE TASK AT HAND!



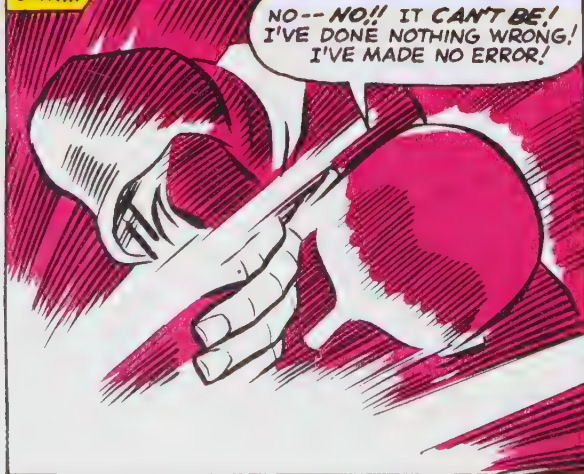
DOWN, DOWN, DOWN-- INTO THE VERY HEART, THE VERY INNERMOST CORE OF THE GIGANTIC EXPLOSIVE DEVICE PROBES THE SUPER-POWERFUL MUTANT BRAIN OF THE BRILLIANT XAVIER!



THE SLIGHTEST MISCALCULATION-- THE MEREST ERROR, COULD TRIGGER A HOLOCAUST!

THEN, SUDDENLY, THE BOMB BEGINS TO THROB, AS THOUGH MYSTICALLY ENDOWED WITH A LIFE OF ITS OWN...

NO-- NO!! IT CAN'T BE! I'VE DONE NOTHING WRONG! I'VE MADE NO ERROR!



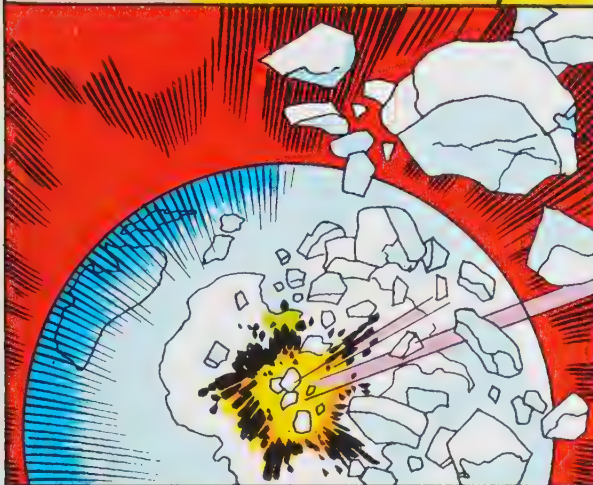
BUT, NEXT HE HEARS...

PROFESSOR! IT'S NOT YOUR FAULT! IT'S LUCIFER! HIS HEARTBEAT IS GROWING WEAKER!!

OF COURSE! BY CONCENTRATING SO HARD ON THE BOMB, I LOST CONTROL OF HIM! I MUST LEAVE A PORTION OF MY THOUGHTS WITHIN HIS BRAIN-- NO MATTER WHAT!



"FOR THE BOMB IS AIMED AT THE HEART OF ANTARCTICA! SHOULD IT BE DETONATED, THE ENTIRE FROZEN CONTINENT WILL BE DECIMATED WITHIN A MATTER OF SPLIT-SECONDS!"



"THE OCEANS OF THE WORLD WILL BECOME MONSTROUS, DEADLY, CASCADING MOUNTAINS OF WATER, DESTROYING ALL IN THEIR PATH!"



"NO AREA OF EARTH WILL BE SAFE FROM THE THUNDERING TIDAL WAVES, WHICH WILL ENGULF THE COASTS OF EVERY CONTINENT! IT WOULD BE THE WORST DISASTER EVER TO STRIKE THE HUMAN RACE!"



AND ONLY *WE* CAN PREVENT IT--AS WE *MUST* DO--BEFORE SOMETHING HAPPENS TO THE MAN WHOSE HEARTBEAT CONTROLS THE DEADLY FUSE!

SCOTT! I'VE FOUND IT! BUT ALL THIS PROBING HAS SENSITIZED IT--IT'S ABOUT TO GO OUT--AS IF BY SPONTANEOUS COMBUSTION!

IT'S UP TO YOU, CYCLOPS! WE HAVEN'T A SECOND TO SPARE!



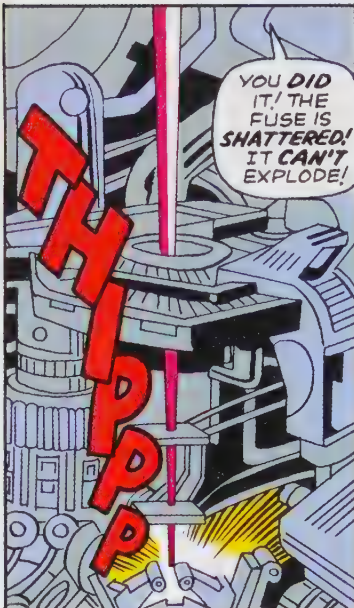
YOU MUST USE FULL POWER--NARROWED TO HAIR-LINE INTENSITY! NOW! STRAIGHT DOWN! STEADY--STEADY--TWO MILLIMETERS TO THE LEFT--EASY--ONE DEGREE RIGHT--HOLD IT--HOLD IT--



EVEN AS THE TWO X-MEN BREATHLESSLY COMBINE THEIR POWERS, THE DEADLY GIANT BOMB BEGINS TO HEAVE AND THROB, ABOUT TO PERFORM THE UNTHINKABLE MISSION IT WAS DESIGNED FOR AS THE STRAIN GROWS GREATER AND GREATER....!



STAY CALM-- IT'S NOW OR NEVER! YOU MUSTN'T QUIVER-- THE FUSE IS DIRECTLY BELOW! JUST A FEW INCHES FURTHER-- STEADY--DON'T ALTER THE INTENSITY--**NOW!!**



YOU DID IT! THE FUSE IS **SHATTERED!** IT **CAN'T** EXPLODE!

THIS HAS BEEN YOUR MOST GLORIOUS MOMENT, SCOTT! THOUGH MANKIND MAY NEVER KNOW WHAT YOU HAVE DONE, THE ENTIRE HUMAN RACE OWES YOU AN ETERNAL DEBT!

BUT **MINE** WAS MERELY THE **TOOL**, SIR! **YOURS** WAS THE BRAIN, THE GUIDING GENIUS THAT ACCOMPLISHED THE IMPOSSIBLE!



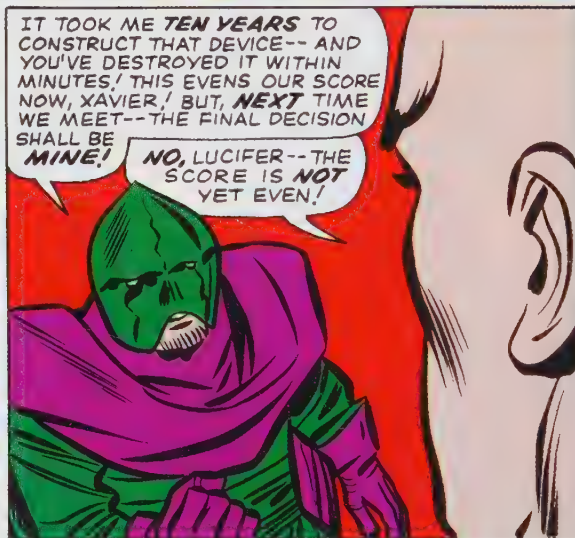
BE THAT AS IT MAY-- WE MUST RETURN TO **LUCIFER** NOW!



AND SO... BY RELEASING CONTROL OF HIS BRAIN, HE SHALL RETURN TO NORMAL AGAIN! **RISE, LUCIFER!** THE EPISODE IS ENDED-- AND SO IS THE THREAT OF YOUR BOMB!



HE SURE LOOKS **MEAN**-- WHAT I CAN SEE OF HIM!



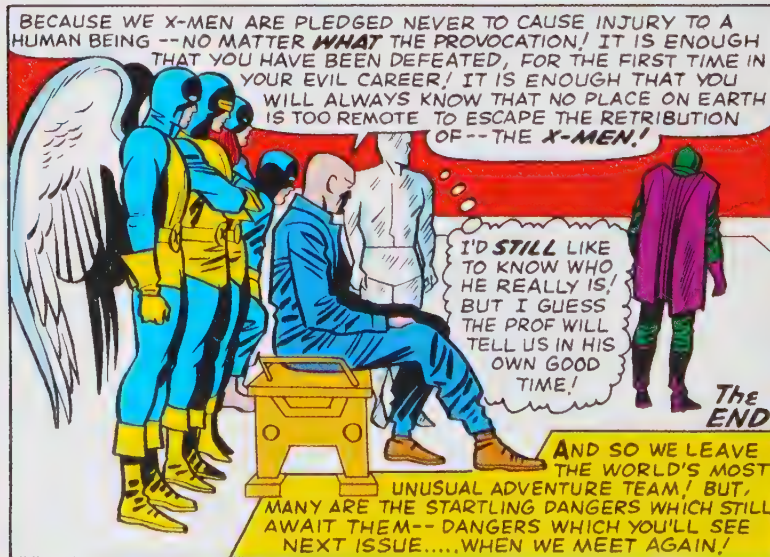
IT TOOK ME **TEN YEARS** TO CONSTRUCT THAT DEVICE-- AND YOU'VE DESTROYED IT WITHIN MINUTES! THIS EVENS OUR SCORE NOW, XAVIER! BUT, **NEXT** TIME WE MEET-- THE FINAL DECISION SHALL BE **MINE!**

NO, LUCIFER-- THE SCORE IS NOT YET EVEN!



YOU HAVE MERELY SEEN A DIABOLICAL SCHEME GO UP IN SMOKE! BUT **I** HAVE BEEN DEPRIVED OF THE USE OF MY LEGS ALL THESE YEARS, DUE TO **YOU!** OUR ACCOUNT IS NOT YET SETTLED! AND NOW-- **GO!**

THEN WHY AM I NOT HARMED? WHY AM I FREE TO LEAVE?



BECAUSE WE X-MEN ARE PLEDGED NEVER TO CAUSE INJURY TO A HUMAN BEING --NO MATTER **WHAT** THE PROVOCATION! IT IS ENOUGH THAT YOU HAVE BEEN DEFEATED, FOR THE FIRST TIME IN YOUR EVIL CAREER! IT IS ENOUGH THAT YOU WILL ALWAYS KNOW THAT NO PLACE ON EARTH IS TOO REMOTE TO ESCAPE THE RETRIBUTION OF--THE **X-MEN!**

I'D **STILL** LIKE TO KNOW WHO HE REALLY IS! BUT I GUESS THE PROF WILL TELL US IN HIS OWN GOOD TIME!

AND SO WE LEAVE THE WORLD'S MOST UNUSUAL ADVENTURE TEAM! BUT, MANY ARE THE STARTLING DANGERS WHICH STILL AWAIT THEM-- DANGERS WHICH YOU'LL SEE NEXT ISSUE.... WHEN WE MEET AGAIN!

The END

A MARVEL MASTERWORK PiN-UP



NO WONDER
THEY CALL
HER...

*Marvel
Girl*



MARVEL
COMICS
GROUP 12¢

the X-MEN

APPROVED
BY THE
COMICS
CODE
AUTHORITY

IND.

10
MAR

INTRODUCING:
KA-ZAR,
LORD OF THE
JUNGLE!

KA-ZAR!
UNQUESTIONABLY
THE MOST
SPECTACULAR
NEW CHARACTER
OF THE
YEAR!



THRILL TO:
ZABU the SABER-TOOTH!

THE
MMMS
WANTS
YOU!

X-MEN
THE MOST
UNUSUAL
TEEN-AGERS
OF ALL TIME!

Pronounced:
KAY-SAR

"THE COMING OF... **KA-ZAR!**"

FEATURING:
A FASCINATING JOURNEY TO:
**THE WORLD THAT
TIME FORGOT!**

STAN LEE, WRITER
and
JACK KIRBY, ARTIST
HAVE TRIUMPHED AGAIN!!
.....

MAGNIFICENTLY SUPPORTED BY:
CHIC STONE, INKER
S. ROSEN, LETTERER



YOU ARE PRIVILEGED TO LOOK INSIDE THE WORLD'S STRANGEST TRAINING CHAMBER...THE X-MEN'S **DANGER ROOM**, WHERE PROFESSOR XAVIER'S MARVELOUS MUTANTS BRUSH UP ON SOME HIGHLY SPECIALIZED POST-GRADUATE STUDIES...

YOU'VE TAKEN THAT RIFLE APART PERFECTLY WITH YOUR TELEKINETIC POWER, JEAN!

HOLY COW! YOU'LL NEVER GET THOSE PIECES TOGETHER AGAIN IN THE RIGHT ORDER!

PLEASE! NO-BODY SPEAK! I CAN'T BE DISTRACTED!

NONSENSE! BOBBY! SHE'LL ACCOMPLISH IT WITH EASE!

A FEW SECONDS LATER...

EXCELLENT, JEAN! YOU'VE REFINED YOUR POWER TO AN ALMOST UNBELIEVABLE DEGREE!

BUT TO YOU, I'LL NEVER BE ANYTHING MORE THAN MARVEL GIRL!

TERRIF JEANIE! IF YOU HAD ICE POWER, TOO, YOU'D BE PERFECT!

ALMOST AS UNBELIEVABLE AS YOUR BEAUTY, WHICH LEAVES ME BREATHLESS!

THANK YOU, SCOTT!

I'VE GOT TO CHANGE THE SUBJECT! WHEN SHE STANDS THIS CLOSE TO ME, I FORGET EVERYTHING BUT MY DESIRE TO REACH OUT...TO EMBRACE HER!

BY THE WAY, WHERE'S WARREN? I DON'T SEE HIM HERE!

THAT'S RIGHT! HE HASN'T BEEN HERE!

WE'D BETTER CHECK! HE'S NEVER MISSED A TRAINING SESSION BEFORE!

I'LL GO WITH YOU, SCOTT!

THE BEAST SHALL ALSO ACCOMPANY YOU!

WE'LL TRY HIS ROOM FIRST, AND...

THERE HE IS!

THIS SPECIAL BULLETIN IS BEING TRANSMITTED VIA TELSTAR SATELLITE THROUGH THE FACILITIES OF...

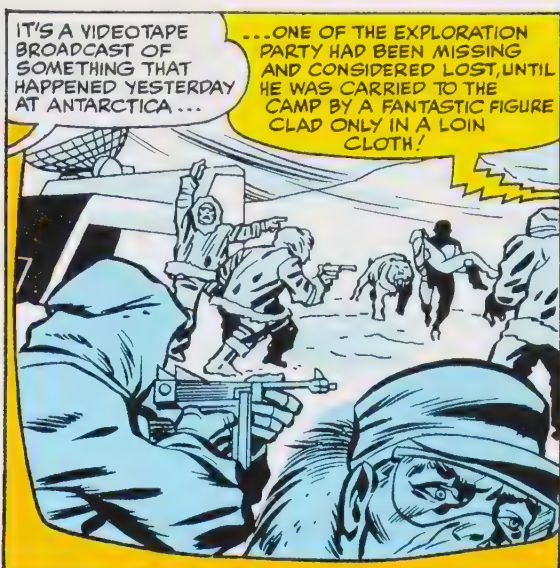
BE WITH YOU IN A SEC, SCOTT! I JUST WANT TO SEE THIS!



MR. WORTHINGTON! MAY I REMIND YOU THAT **NO ONE** IS EXCUSED OF POST-GRADUATE WORK WITHOUT PERMISSION OF **PROFESSOR X** HIMSELF ???

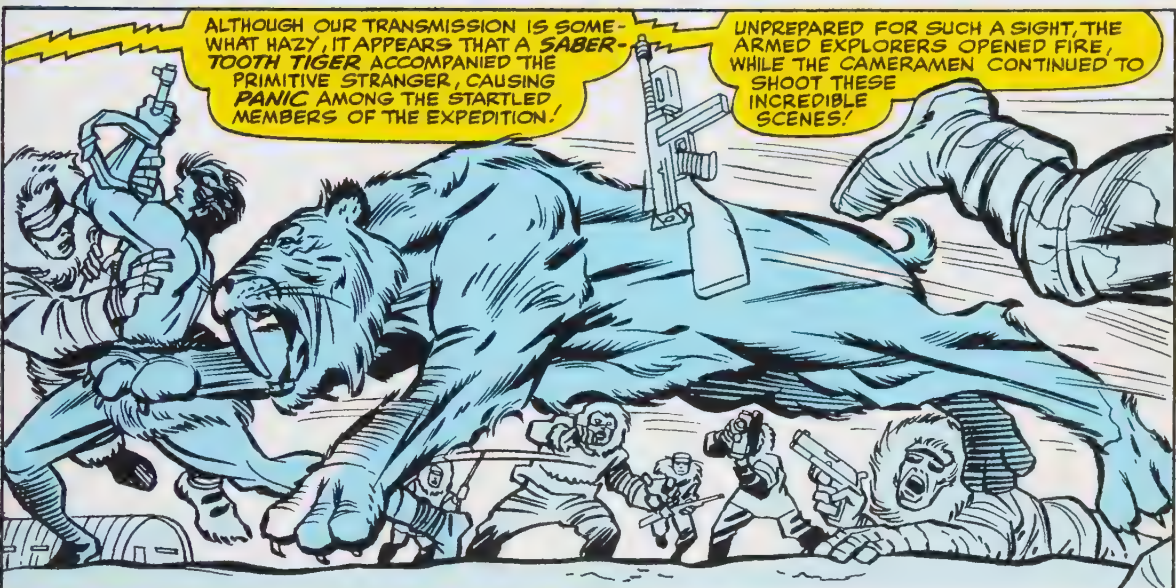
I KNOW, SCOTTY! BUT THIS MAY CONCERN ALL OF US! WATCH!

SAY! WHAT'S GOIN' ON THERE, ANYWAY?



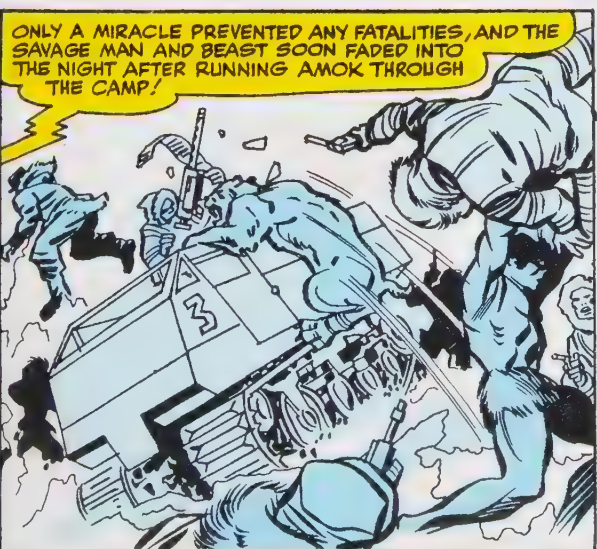
IT'S A VIDEOTAPE BROADCAST OF SOMETHING THAT HAPPENED YESTERDAY AT ANTARCTICA ...

...ONE OF THE EXPLORATION PARTY HAD BEEN MISSING AND CONSIDERED LOST, UNTIL HE WAS CARRIED TO THE CAMP BY A FANTASTIC FIGURE CLAD ONLY IN A LOIN CLOTH!



ALTHOUGH OUR TRANSMISSION IS SOMEWHAT HAZY, IT APPEARS THAT A **SABER-TOOTH TIGER** ACCOMPANIED THE PRIMITIVE STRANGER, CAUSING **PANIC** AMONG THE STARTLED MEMBERS OF THE EXPEDITION!

UNPREPARED FOR SUCH A SIGHT, THE ARMED EXPLORERS OPENED FIRE, WHILE THE CAMERAMEN CONTINUED TO SHOOT THESE INCREDIBLE SCENES!



ONLY A MIRACLE PREVENTED ANY FATALITIES, AND THE SAVAGE MAN AND BEAST SOON FADED INTO THE NIGHT AFTER RUNNING AMOK THROUGH THE CAMP!



IT'S **IMPOSSIBLE!** **SABER-TOOTH TIGERS** HAVE BEEN **EXTINCT** FOR AGES! AND YET... WE **SAW** IT!

THAT WILD MAN... LIKE A LATTER DAY TARZAN... IN THAT FRIGID CLIMATE WITHOUT PROTECTIVE CLOTHES! COULD HE BE...??

...HE **MUST** BE!! A **MUTANT!!**

HOW ABOUT THAT?!

MINUTES LATER, THE EXCITED TEEN-AGERS RUSH INTO THE LUXURIOUS STUDY OF THE MAN CALLED **PROFESSOR X!**

PROFESSOR! WE'VE JUST SEEN THE MOST AMAZING THING ON TV!

HE'S OBVIOUSLY A **MUTANT, SIR!** AND HE APPEARS TO BE A **DAANGEROUS ONE!**

I KNOW, SCOTT! WASHINGTON HAS ALREADY CONTACTED ME ABOUT THE ANTARCTIC WILD MAN, AS THEY CALL HIM!



BOY! THE SOUTH POLE IS ONE PLACE WHERE I'LL FEEL RIGHT AT HOME!

THERE IS NO NEED TO **CONCERN YOURSELVES**, MY X-MEN! HE IS **NOT** A MUTANT!

BUT, SIR... HOW CAN YOU BE SO **CERTAIN??**

IF HE WERE A TRUE MUTANT, MY SENSITIVE CEREBRO MACHINE WOULD HAVE RECORDED HIS PRESENCE! ALSO I WOULD HAVE MENTALLY **SENSED IT!** AND YET...

AWW, IT'S BEEN WEEKS SINCE WE'VE HAD A CHANCE TO **USE** ALL OUR TRAINING!



IT IS TRUE THAT YOU'VE BEEN INACTIVE FOR WEEKS... AND BEING YOUNG AND ADVENTUROUS, SUCH A MISSION MIGHT BE GOOD FOR YOUR MORALE! SO... YOU MAY INVESTIGATE THE ANTARCTIC WILD MAN!

THANK YOU, PROFESSOR!

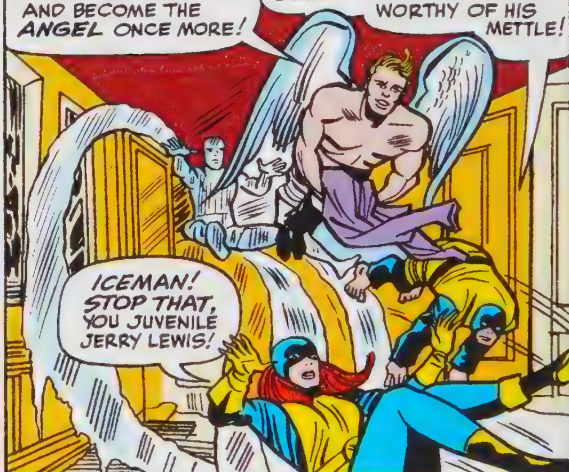
A MISSION AT LAST!

HOT DOG!



AHHH! WHAT A RELIEF TO GET MY WINGS UNSTRAPPED AND BECOME THE **ANGEL** ONCE MORE!

AN UNTAMED, MARAUDING SAVAGE! AT LAST THE **BEAST** WILL HAVE A FOE WORTHY OF HIS METTLE!

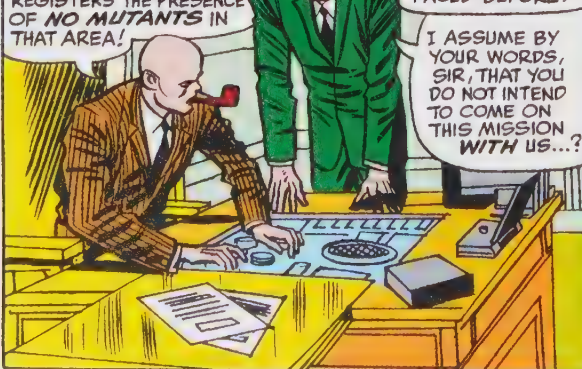


ICEMAN! STOP THAT, YOU JUVENILE JERRY LEWIS!

MEANWHILE, THE X-MEN'S DEPUTY LEADER REMAINS FOR A LAST MINUTE BRIEFING WITH THE PROFESSOR...

YOU WILL NOTICE, SCOTT, THAT MY MASTER CEREBRO ANALYZER, ALTHOUGH FOCUSED UPON THE ANTARCTIC REGIONS, REGISTERS THE PRESENCE OF **NO MUTANTS** IN THAT AREA!

HOWEVER, THERE MAY BE DANGER THERE... A **DIFFERENT** DANGER THAN ANY YOU HAVE EVER FACED BEFORE!



I ASSUME BY YOUR WORDS, SIR, THAT YOU DO NOT INTEND TO COME ON THIS MISSION WITH US...?

NO, CYCLOPS! YOU HAVE ALL COMPLETED YOUR BASIC TRAINING, AND PROVEN YOURSELVES ON OTHER MISSIONS! MY WORK IS HERE! GOOD LUCK!

THANK YOU, SIR! WE SHALL NOT DISAPPOINT YOU!



DAYS LATER, HAVING LANDED AT A PREARRANGED BASE WITHIN THE MYSTERIOUS POLAR REGION, THE X-MEN BEGIN THE NEXT LAP OF THEIR JOURNEY INTO THE UNKNOWN ...

LOOKS LIKE MY WINGS WON'T DO ME MUCH GOOD **HERE**, GANG! IT'S TOO COLD TO TAKE OFF THIS PARKA, SO I CAN'T **USE** THEM!

DON'T COUNT ON IT, ANGEL! WE STILL DON'T KNOW **WHAT** WE'RE HEADING INTO! REMEMBER, THAT WILD MAN ONLY WORE A **LOIN CLOTH**!

MILES AND MILES OF NOTHING BUT NOTHING! HOW CAN LAND SUCH AS **THIS** HOLD A MYSTERY?

THAT'S WHAT WE'RE HERE TO FIND OUT, JEAN!

UH-OH! HERE'S OUR FIRST PROBLEM!

THAT'S THE AREA WHERE THE WILD MAN RAN OFF TO ON THE VIDEO-TAPE FILM! BUT, TAKE A LOOK AT THAT **CREVASSE**!

IT'S A SHEER DROP OF HUNDREDS OF FEET! **NOTHING** COULD FALL DOWN THERE AND **LIVE**!

IT LOOKS AS THOUGH OUR MISSION IS **ENDED** BEFORE IT BEGAN! IF HE FELL DOWN **HERE**, HE'S **FINISHED**!

YET, WE CAN'T BE **CERTAIN**! I'LL SEE HOW FAR DOWN MY POWER BLAST RAY, CAN PENETRATE!

BUT THEN, **SUDDENLY...**

LOOK! THE ENERGY FROM YOUR RAY CAUSED A GEYSER OF SNOW TO SHOOT UP BEHIND US!

THERE'S A **HIDDEN TUNNEL** UNDER HERE!

THEN HE **WASN'T** KILLED IN THE FALL! **THIS** MUST BE WHERE HE CAME FROM... AND WHERE HE **VANISHED** TO!

I WONDER...IF THAT **SABER-TOOTH** IS STILL WITH HIM??

THEN, AFTER
WHAT SEEMS
LIKE HOURS OF
DESCENDING...

IT'S LIKE
COMING TO
A NEW,
UNDISCOVERED
WORLD!

AND IT'S
WARM! WE
CAN SHED OUR
COATS! I CAN
FLY!

SCOUTING AHEAD, THE AWE-STRICKEN ANGEL
SOON SEES...

IT'S LIKE A VAST
ANIMAL BURIAL GROUND!
BUT THE BONES...THEY'RE
THE WRONG SIZE!
THEY'RE THE SKELETONS
OF... MONSTERS!

THEN, EMERGING FROM THE
GIGANTIC CAVE, ANGEL
HEARS A BLOOD-CURDLING
SCREECH ABOVE, AND
TURNS AROUND TO FIND...

PTERODACTYLS!! BIRDS
FROM THE DINOSAUR
ERA! H-HOW CAN IT BE??

BUT, THE WINGED
MUTANT HAS NO
TIME FOR IDLE
SPECULATION...
AS THE FLYING
KILLERS ATTACK...!

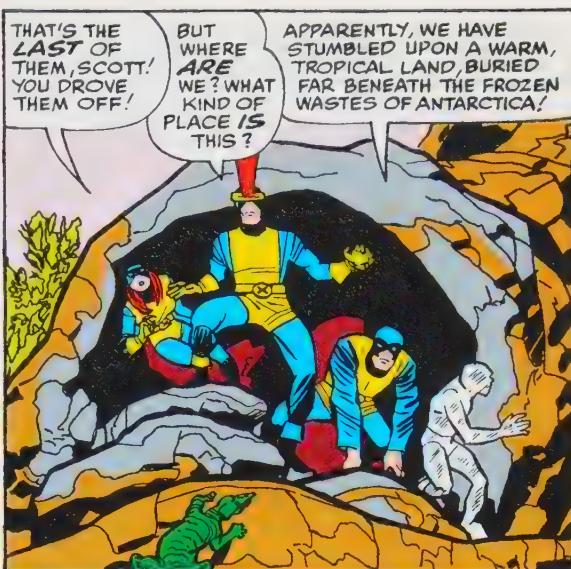
CLACK!

WOW!
THAT WAS
TOO
CLOSE
FOR
COMFORT!



HANG ON, ANGEL! MY POWER BEAM WILL SCATTER THEM!

MUCH OBLIGED, CYKE! THESE OVERGROWN PARAKEETS MEAN BUSINESS!



THAT'S THE LAST OF THEM, SCOTT! YOU DROVE THEM OFF!

BUT WHERE ARE WE? WHAT KIND OF PLACE IS THIS?

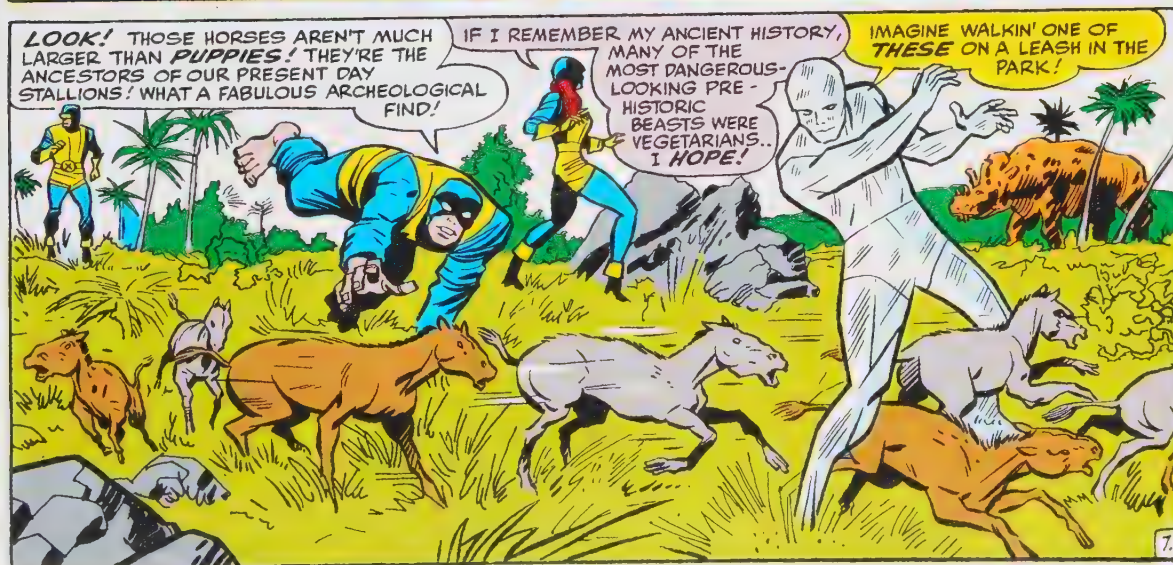
APPARENTLY, WE HAVE STUMBLED UPON A WARM, TROPICAL LAND, BURIED FAR BENEATH THE FROZEN WASTES OF ANTARCTICA!



BUT THE FLORA AND FAUNA ARE ALL PREHISTORIC... VEGETATION AND ANIMAL LIFE WHICH CEASED TO EXIST ON THE SURFACE OF THE EARTH AGES AGO!

WE'VE SEEN THIS SORT OF THING MANY TIMES ON THE LATE SHOW... BUT, TO ACTUALLY ENCOUNTER SUCH A WORLD IN REAL LIFE... IT STAGGERS THE SENSES!

I'LL DO SOME MORE SCOUTING... NOW THAT THOSE FLYING NIGHT-MARES ARE GONE!



LOOK! THOSE HORSES AREN'T MUCH LARGER THAN PUPPIES! THEY'RE THE ANCESTORS OF OUR PRESENT DAY STALLIONS! WHAT A FABULOUS ARCHEOLOGICAL FIND!

IF I REMEMBER MY ANCIENT HISTORY, MANY OF THE MOST DANGEROUS-LOOKING PRE-HISTORIC BEASTS WERE VEGETARIANS... I HOPE!

IMAGINE WALKIN' ONE OF THESE ON A LEASH IN THE PARK!

BUT SUDDENLY, THE YOUTHFUL MUTANTS' AMUSED INTEREST TURNS TO UNBELIEVING **SHOCK**, AS THEY SEE...

SCOTT! ALL OF YOU!! LOOK! CHARGING TOWARDS US FROM THE UNDERBRUSH! WHAT'S THAT??!

X-MEN!! ON THE DOUBLE! PREPARE FOR BATTLE!



PRIMITIVE WARRIORS!! MOUNTED ON GIANT CARNIVOROUS BIRDS!! THEY'RE ABOUT TO ATTACK US WITH ROCKS!



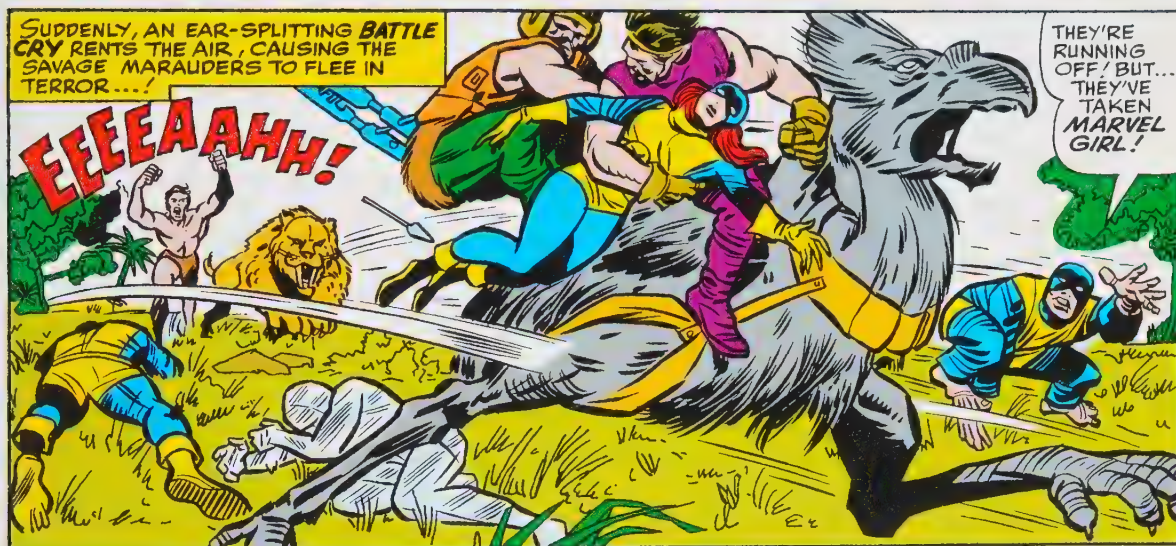
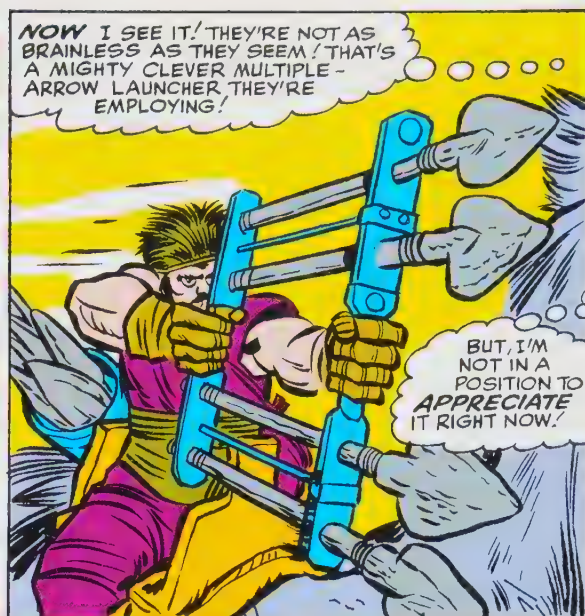
NO! THEY'RE NOT ROCKS! THEY'RE CRUDE MISSILES... FILLED WITH VOLCANIC GASES! HOLD YOUR BREATHS!!

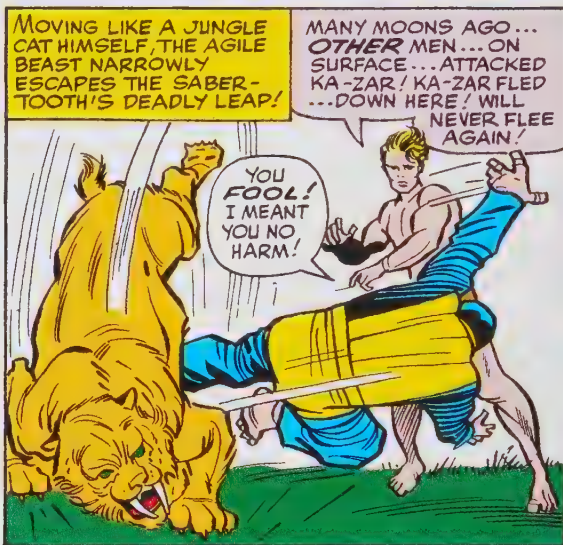
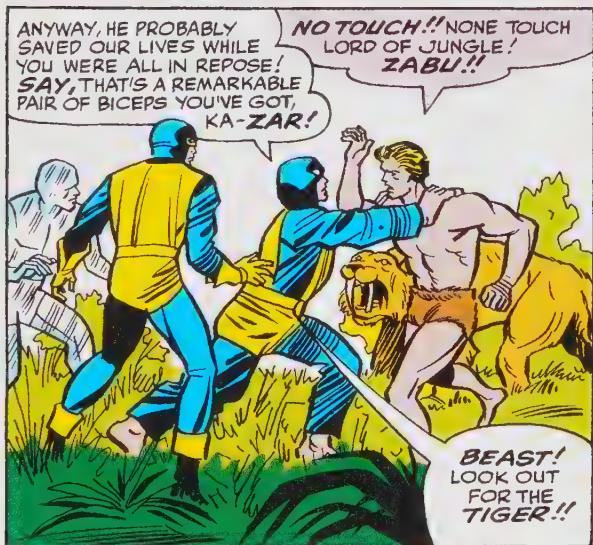


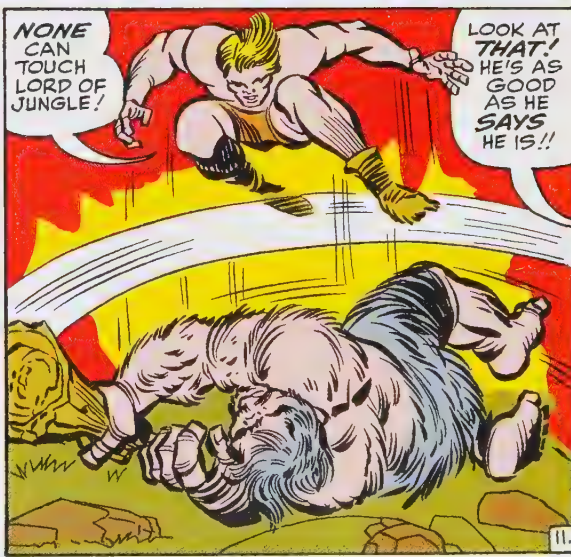
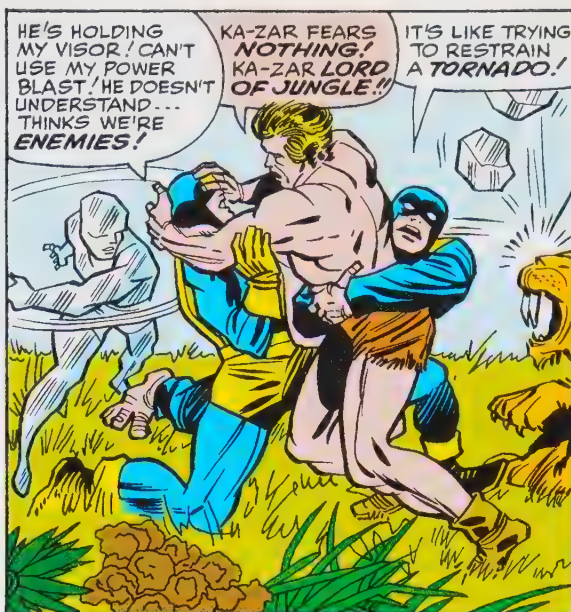
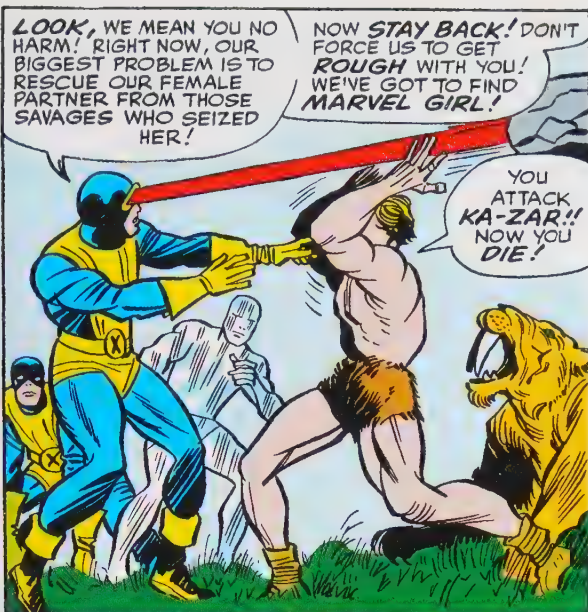
BUT, CYCLOPS' FRANTIC WARNING COMES TOO LATE... FOR ALL SAVE THE BEAST!



ANYONE EVER TELL YOU THAT YOU HAVE A DORMANT, DEEP-ROOTED HOSTILITY COMPLEX?









BUT WHY ARE WE WATCHING? WHY DON'T WE SEARCH FOR JEAN?

WE CAN'T WITHOUT HIS HELP! WE'VE GOT TO WAIT... ENLIST HIM AS AN ALLY!



HE KNOWS THIS FORSAKEN JUNGLE... WE DON'T!

LOOK HOW QUICKLY HE DEFEATED THAT CAVEMAN! HE'S A ONE-MAN ARMY!

RUN, MAN-APES! RUN FROM MIGHT OF KA-ZAR!!



EEEEAAHH!

STRONGER THAN MASTODON! STRONGER THAN GIANT BOAR! MIGHTY IS KA-ZAR... LORD OF JUNGLE!

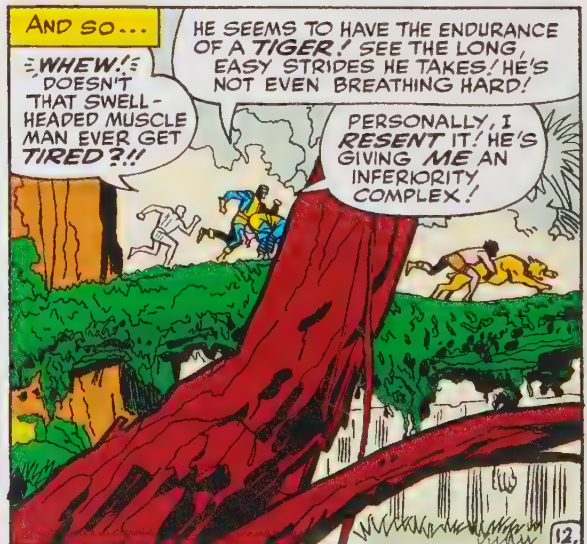
RROARRR!



KA-ZAR, LISTEN!! YOU'VE GOT TO HELP US! THOSE SAVAGES CAPTURED OUR FEMALE PARTNER! YOU MUST KNOW WHERE THEY'VE TAKEN HER!

THE SWAMP-MEN MY ENEMIES, TOO! KA-ZAR HELP! WE GO NOW!

AT LAST!



AND SO...

WHEW! DOESN'T THAT SWELL-HEADED MUSCLE MAN EVER GET TIRED?!!

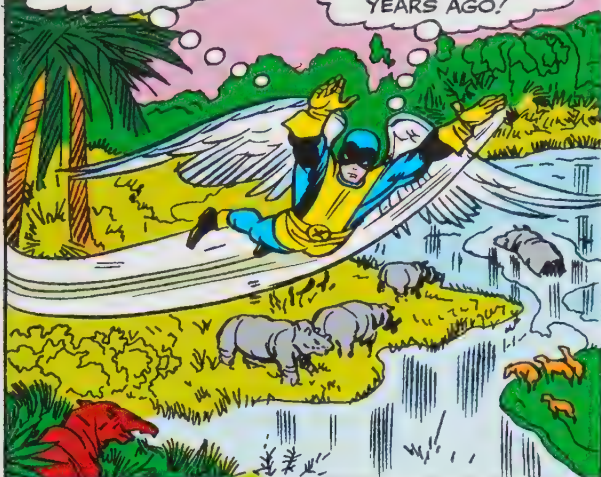
HE SEEMS TO HAVE THE ENDURANCE OF A TIGER! SEE THE LONG EASY STRIDES HE TAKES! HE'S NOT EVEN BREATHING HARD!

PERSONALLY, I RESENT IT! HE'S GIVING ME AN INFERIORITY COMPLEX!

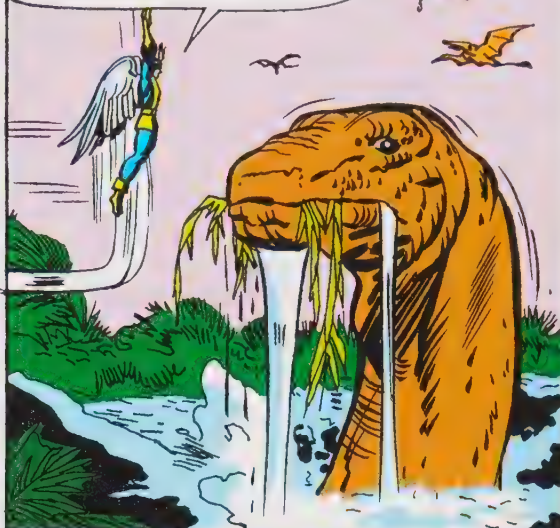
MEANWHILE, SOME DISTANCE AHEAD, WE FIND THE ANGEL, STILL UPON HIS SCOUTING MISSION...

IT'S THE STRANGEST FEELING I'VE EVER KNOWN!

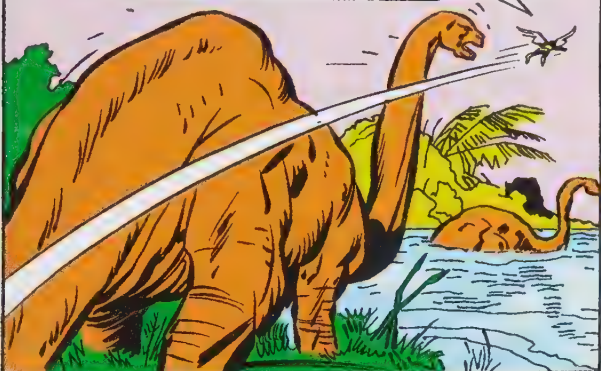
I'M ACTUALLY FLYING IN A WORLD THAT SHOULD HAVE DIED A MILLION YEARS AGO!



YEEOWWW! YOU'D THINK THEY'D POST A FEW DETOUR SIGNS TO WARN LOW-FLYING X-MEN!



IT'S TOO BAD NONE OF US BROUGHT A CAMERA! WE COULD FILM THE SCIENCE FICTION CLASSIC OF ALL TIME DOWN HERE... AND WE WOULDN'T HAVE TO PAY A CENT TO SPECIAL EFFECTS MEN!



BUT THEN, WHILE DARTING WILDLY ABOUT TO AVOID THE GREAT SWAYING HEADS OF THE GRAZING BRONTOSAURI, THE ANGEL IS UNABLE TO DODGE A SKILLFULLY THROWN NET...

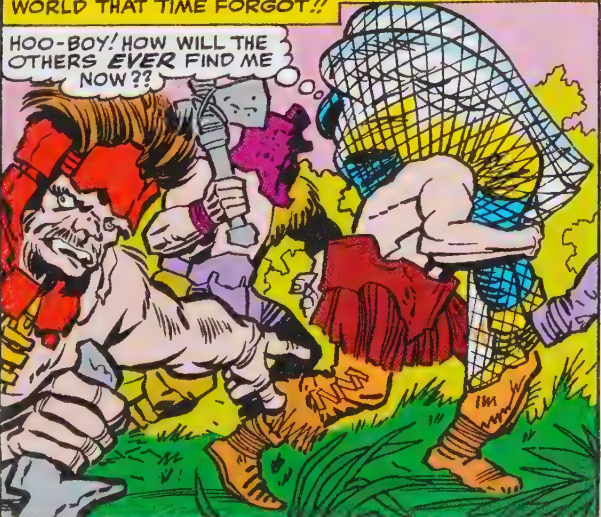
OH NO! I'VE FLOWN OUT OF THE FRYING PAN...

...INTO THE FIRE!

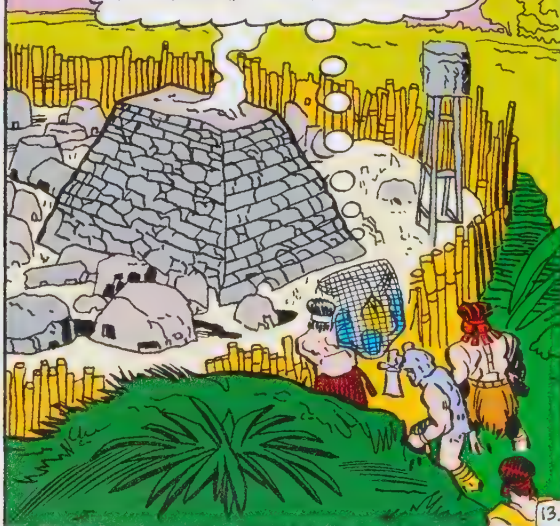


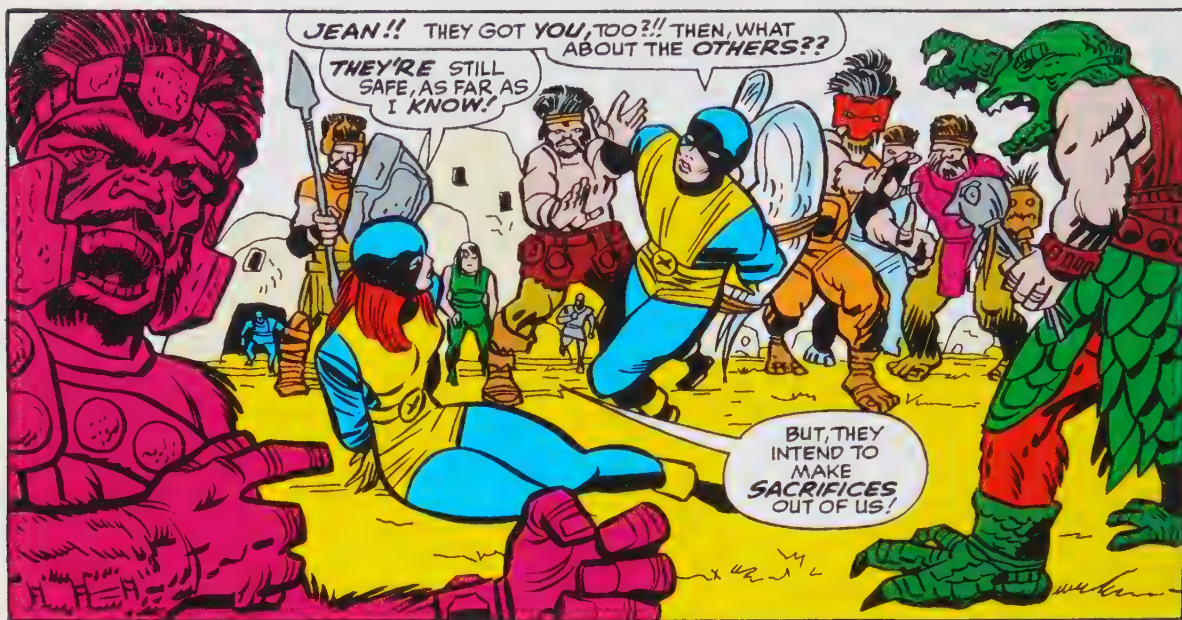
AND, MOMENTS LATER, WARREN WORTHINGTON III, SCION OF ONE OF AMERICA'S WEALTHIEST FAMILIES, IS A HELPLESS CAPTIVE OF THE SWAMP MEN IN A LOST WORLD THAT TIME FORGOT!!

HOO-BOY! HOW WILL THE OTHERS EVER FIND ME NOW??



THIS MUST BE THEIR CITY...A PRIMITIVE WALLED ENCLOSURE IN THE HEART OF THE SWAMP!

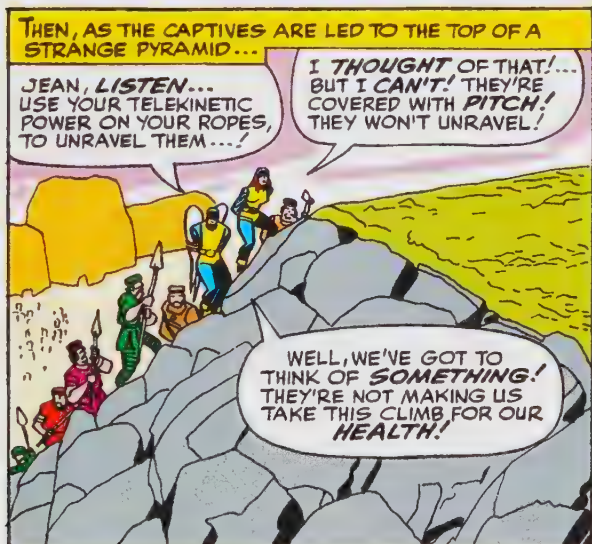




JEAN!! THEY GOT YOU, TOO?!! THEN, WHAT ABOUT THE OTHERS???

THEY'RE STILL SAFE, AS FAR AS I KNOW!

BUT, THEY INTEND TO MAKE SACRIFICES OUT OF US!

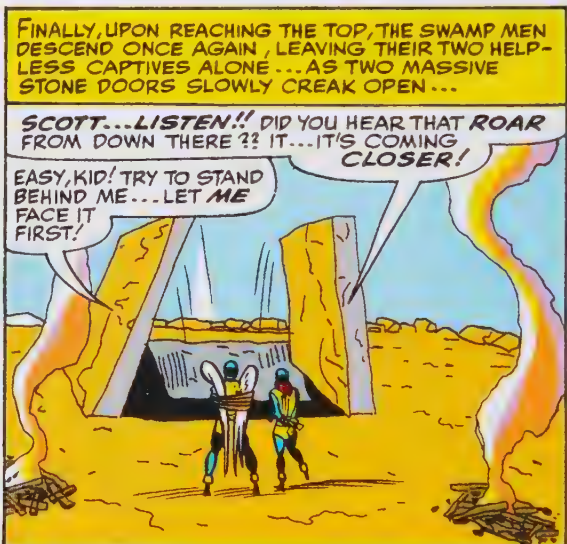


THEN, AS THE CAPTIVES ARE LED TO THE TOP OF A STRANGE PYRAMID...

JEAN, LISTEN... USE YOUR TELEKINETIC POWER ON YOUR ROPES, TO UNRAVEL THEM...

I THOUGHT OF THAT!... BUT I CAN'T! THEY'RE COVERED WITH PITCH! THEY WON'T UNRAVEL!

WELL, WE'VE GOT TO THINK OF SOMETHING! THEY'RE NOT MAKING US TAKE THIS CLIMB FOR OUR HEALTH!



FINALLY, UPON REACHING THE TOP, THE SWAMP MEN DESCEND ONCE AGAIN, LEAVING THEIR TWO HELPLESS CAPTIVES ALONE... AS TWO MASSIVE STONE DOORS SLOWLY CREAK OPEN...

SCOTT... LISTEN!! DID YOU HEAR THAT ROAR FROM DOWN THERE ?? IT... IT'S COMING CLOSER!

EASY, KID! TRY TO STAND BEHIND ME... LET ME FACE IT FIRST!



SLOWLY, MENACINGLY, A HUGE AWESOME FORM BEGINS TO APPEAR... THE MASSIVE, TITANIC FORM OF TYRANNOSAURUS REX... LARGEST OF THE CARNIVOROUS DINOSAURS!!

OH NO! NO!

JEAN!! DON'T PANIC! WE STILL HAVE A CHANCE!



THEY DIDN'T HAVE TIME TO PUT PITCH ON MY BONDS! TAKE YOUR EYES OFF THAT MONSTER... CONCENTRATE ON MY ROPES... QUICKLY... YOU'VE GOT TO UNTIE THEM TELEKINETICALLY... NOW!

SHE'S ALMOST NUMB WITH FEAR! I'VE GOT TO SNAP HER OUT OF IT! WE'VE ONLY SECONDS LEFT!

JEAN! THINK OF THE OTHERS! THEY NEED US TO WARN THEM... TO STOP THEM FROM COMING CLOSER!

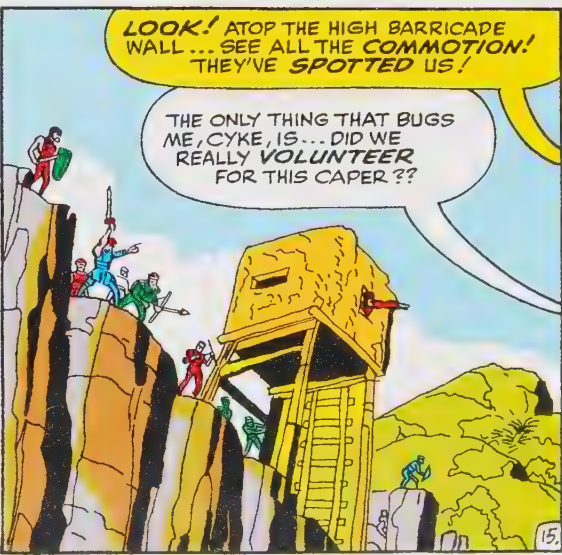
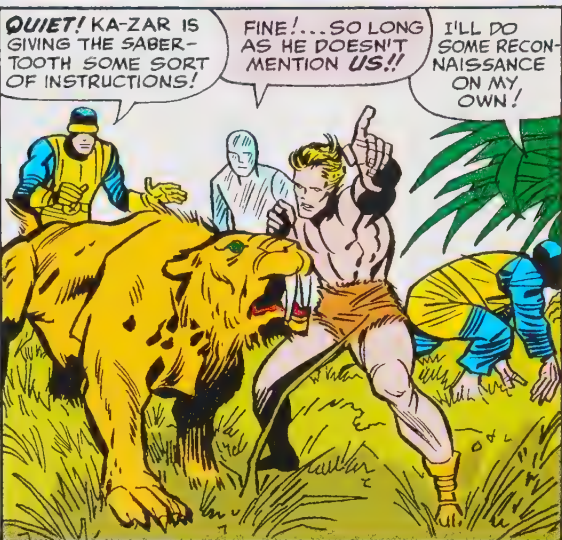
MEANWHILE, THE SMALL RESCUE PARTY COMES NEARER AND NEARER, UNTIL...



DON'T WORRY ABOUT US, BEASTIE BOY! WE CAN ALWAYS THINK OF SOMETHING... LIKE THIS QUICK-FREEZE BRIDGE, FOR INSTANCE!

FASTER, BOBBY! KA-ZAR IS OUT-DISTANCING US! WE MUSTN'T LOSE HIM!

DON'T WORRY, SCOTT! I CAN ALWAYS PICK UP HIS TRAIL!



MEANTIME, BACK ATOP THE HIGH PLATEAU ...

NO, JEAN!! YOU CAN'T STOP HIM BY THROWING BOULDERS! MY ROPES... CONCENTRATE ON MY ROPES!

I CAN'T! I DON'T DARE TURN MY HEAD... EVEN FOR A SECOND!

NOW I CAN TURN TO YOU!! AT LEAST YOU CAN SAVE YOURSELF, WARREN!

THERE! NOW HURRY!... FLY AND WARN THE OTHERS... TELL THEM OF THE DANGER HERE!

UHHHH! COULDN'T GET ALTITUDE FAST ENOUGH!! THEY GRABBED MY LEGS!

BUT WE WON'T GIVE UP! I'LL DRAG THEM INTO THE AIR TOO, IF I MUST!!



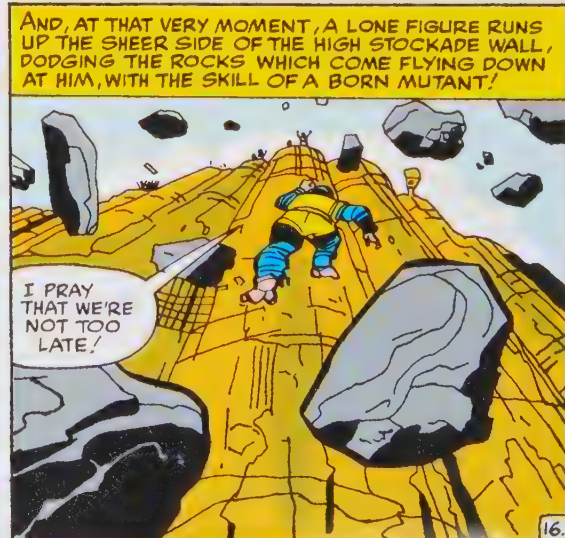
PERHAPS IF I CAN CONCENTRATE ON HIS LEGS, HE'LL TOPPLE! OHHH... HE'S SO HEAVY... BUT, I UPSET HIM FOR A MOMENT!



I WILL, JEAN!! BUT NOT WITHOUT YOU!

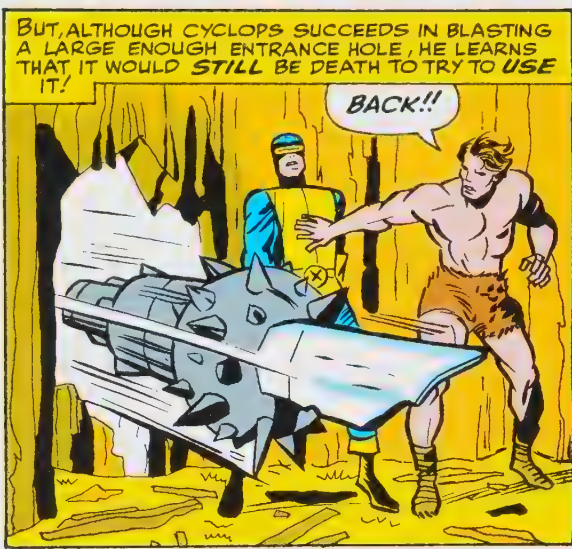
NO! YOU'RE TOO WEAK... YOUR WINGS ARE CRAMPED FROM BEING TIED SO LONG! YOU CAN'T...!

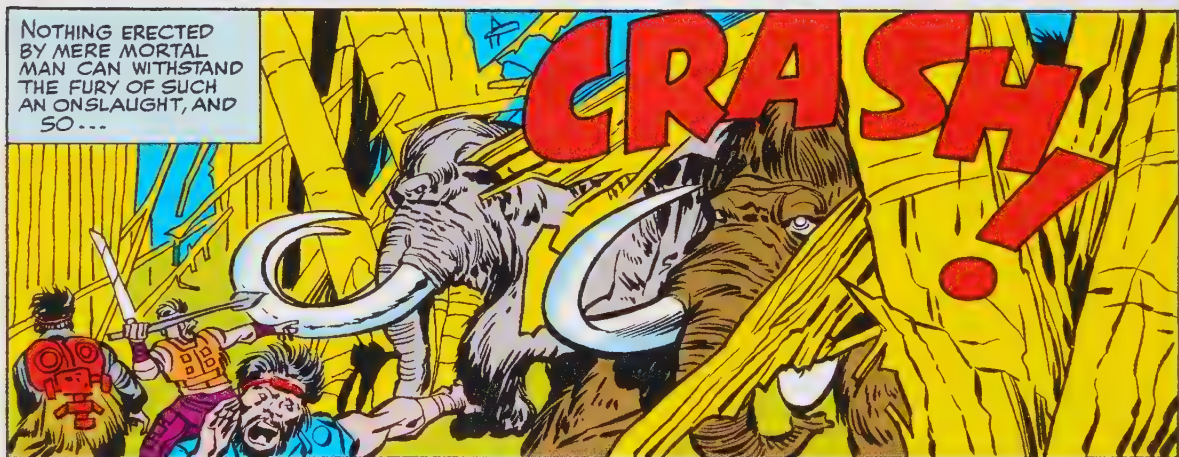
BUT I'VE GOT TO TRY! I COULD NEVER LEAVE YOU BEHIND..!

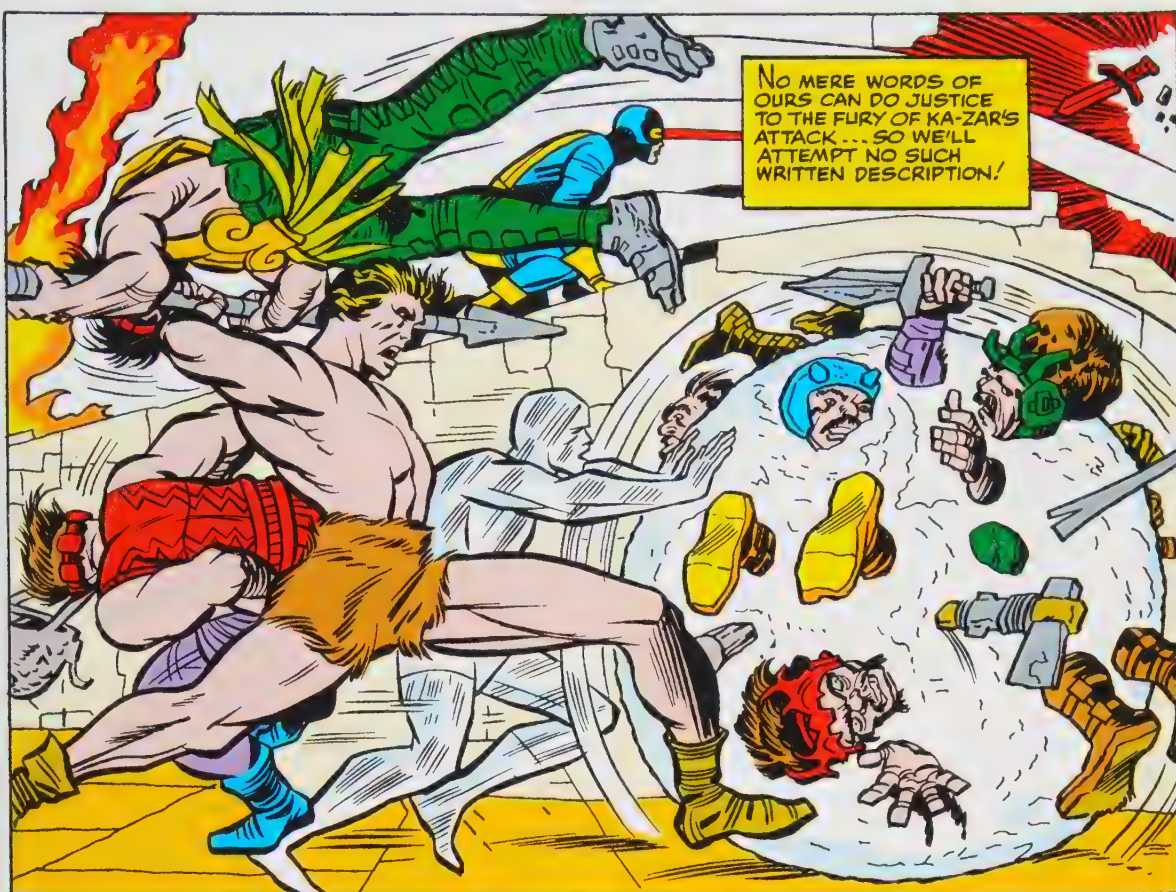


AND, AT THAT VERY MOMENT, A LONE FIGURE RUNS UP THE SHEER SIDE OF THE HIGH STOCKADE WALL, DODGING THE ROCKS WHICH COME FLYING DOWN AT HIM, WITH THE SKILL OF A BORN MUTANT!

I PRAY THAT WE'RE NOT TOO LATE!







NO MORE WORDS OF OURS CAN DO JUSTICE TO THE FURY OF KA-ZAR'S ATTACK... SO WE'LL ATTEMPT NO SUCH WRITTEN DESCRIPTION!



ANGEL... LOOK! A SABER-TOOTH TIGER!

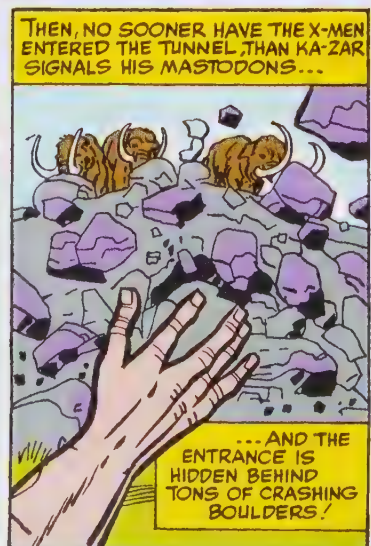
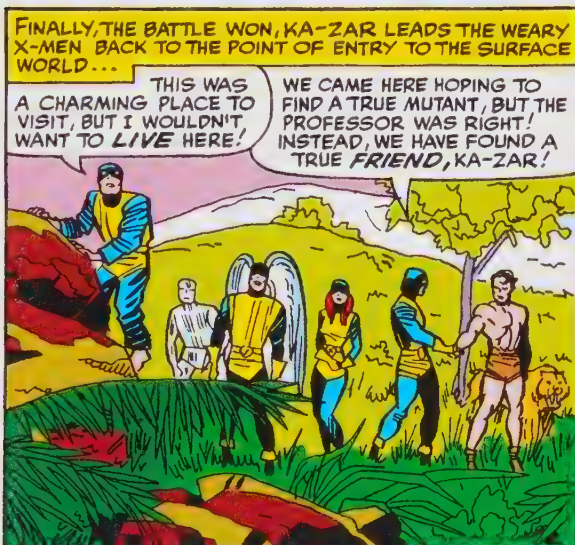
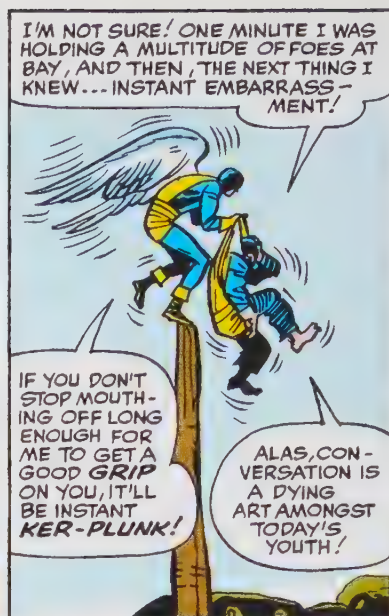
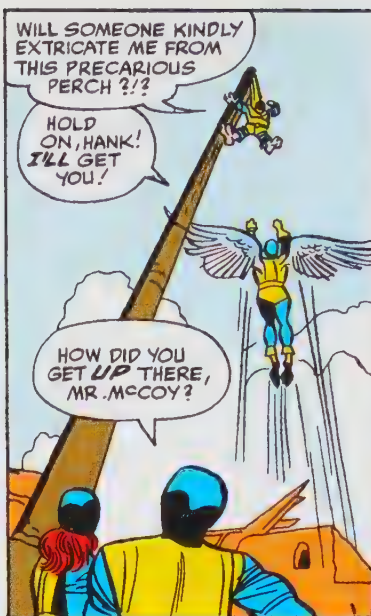
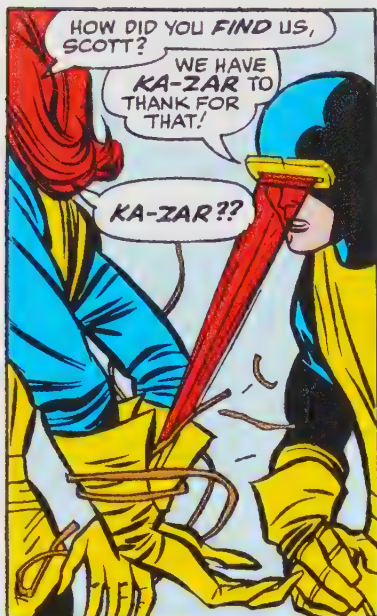
WHATEVER YOU CALL IT, JEAN, IT'S A LIFE-SAVER! WE COULDN'T HAVE HELD THEM OFF MUCH LONGER!



JEAN!! YOU'RE ALL RIGHT!! THANK HEAVENS!! YOU'RE NOT HARMED! YOU'RE SAFE!

IS THAT THE NORMAL CONCERN OF A LEADER FOR AN ALLY... OR, DO I DETECT ANOTHER NOTE IN HIS VOICE?... ONE THAT I'VE BEEN LONGING TO HEAR?

I'M OKAY, TOO, CYKE! OR HADN'T YOU NOTICED?!!



SPECIAL BONUS:
The X-Men #10 unused cover art
by Jack Kirby & Chic Stone



MARVEL
COMICS
GROUP **12¢**

the **X**

MEN

APPROVED
BY THE
COMICS
CODE
AUTHORITY

IND.

10
MAR

**YOU'LL NEVER
FORGET...**

KA-ZAR!
UNQUESTIONABLY
THE MOST
SPECTACULAR
NEW CHARACTER
OF THE
YEAR!

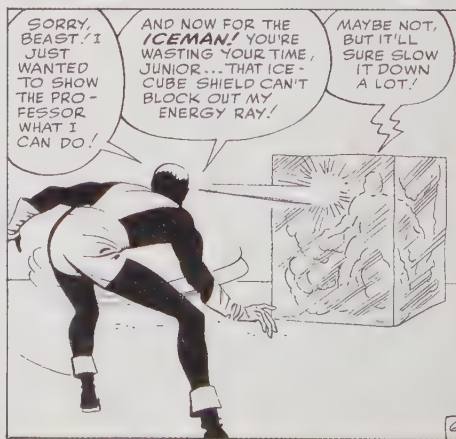
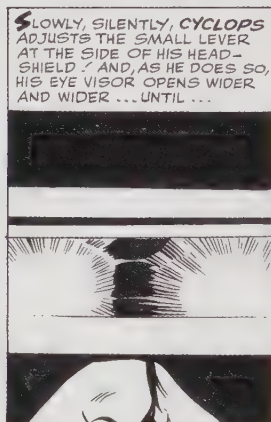
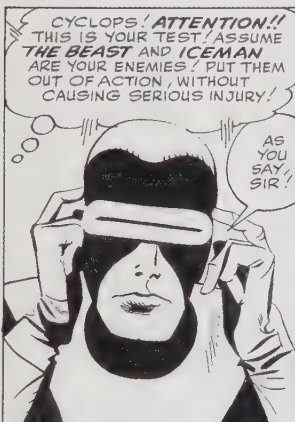
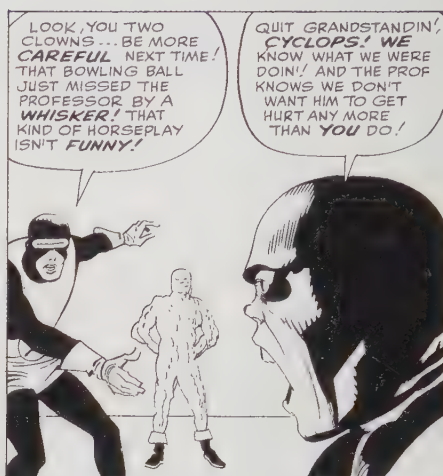
**INTRODUCING:
KA-ZAR,
LORD OF THE
JUNGLE!**



THE
MMMS
WANTS
YOU!

The X-Men #1, page 6 original art
by Jack Kirby & Paul Reinman

X-MEN 1 - P. 6

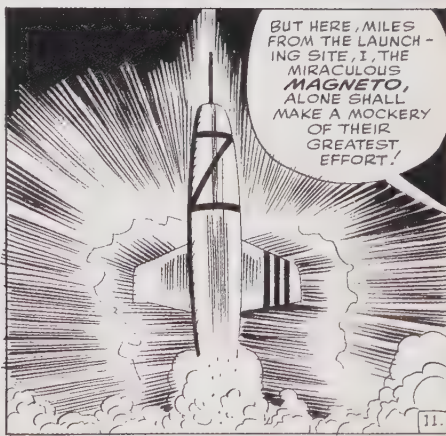
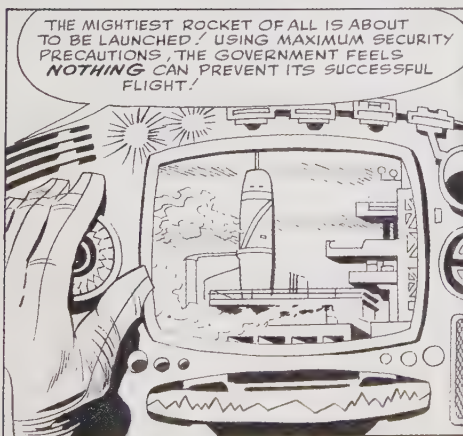
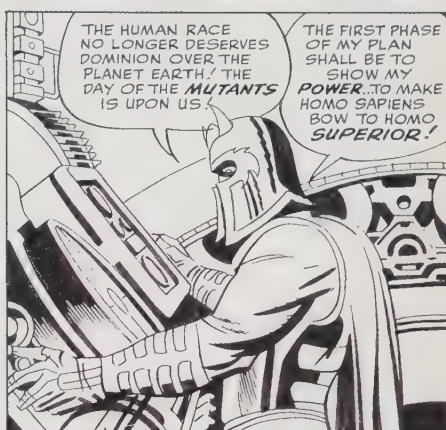


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The X-Men #1, page 11 original art
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X-MEN 1 - P. 12



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12.



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OF COMICS!



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ORIGINAL
SUPER-TEAM
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WHIZ-DOOZY OF A
CHARACTER,
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AROUND!

BIG AND SMALL,
YOU'VE SEEN THEM
ALL! BUT YOU'VE
NEVER SEEN A SUPER-
SENSATIONAL IDOL-
TO-BE LIKE THE MIGHTY,
THE MAJESTIC,
THE MAGNIFICENT
KA-ZAR.
AS ONLY STAN AND
JACK CAN PRESENT
HIM!

THIS GREAT
ISH WILL SHOW
WHY IT JUST
ISN'T POSSIBLE
TO PRODUCE
SUCH BREATH-
TAKING CON-
TEMPORARY
CLASSICS
MORE OFTEN
THAN ONCE
EVERY TWO
MONTHS!



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FOR **YOU!**

The X-Men was just one of a series of new super-hero launches that defined the Marvel Age of Comics. This July 1964 house shows the full range of comics available from the Marvel line.

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From the brink of extinction to industry leader. By 1965 Marvel had become the uncontested innovator and industry leader, as this house ad proudly proclaims.

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THE GOLDEN AGE

As the Great Depression wore on and the specter of war hung over the heads of all Americans, a new entertaining escape from the newspapers' horrifying realities was born: the comic book. Within their four-color pages, larger-than-life super heroes could make short work of America's foes, giving readers of all ages hope for victory against the real-life enemies that faced the United States.

At the forefront of this new medium was Timely Comics, a young company staffed by such legendary talents as Carl Burgos, Bill Everett, Joe Simon, Jack Kirby and Stan Lee. These skilled writers and artists created a vast array of characters that would give rise to the Marvel Universe!

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ATLAS ERA TALES OF SUSPENSE VOLS. 1-4
ATLAS ERA VENUS VOL. 1

THE MARVEL AGE

It was August 1961 and change was hitting the newsstands. *Fantastic Four* #1 did not feature the squeaky-clean heroes of yesteryear. These were real characters placed in extraordinary circumstances. They lived together, they fought among themselves—and sometimes, they even lost to the bad guys. This was more than a change in attitude: It was the beginning of something entirely different—the Marvel Age of Comics!

Thanks to the fertile imaginations of Stan Lee, Jack Kirby, Steve Ditko and others, an unending list of heroes followed the FF with ever-increasing acclaim and popularity: the Amazing Spider-Man, the Mighty Thor, the Incredible Hulk, Daredevil, Iron Man and the X-Men, to name but a few. These were the Marvel heroes, born of conflict and a continuous struggle to balance human lives with superhuman responsibilities.

The *Marvel Masterworks* series was created to give comic-book readers everywhere the chance to experience the greatest comics the world has known as they were originally presented.

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THE ATLAS ERA

Seeing super heroes waning, Timely Comics evolved into Atlas Comics and took on a vast new range of genres: science-fiction tales of outer space adventures and unimaginable monsters; realistic war comics; buxom jungle heroines; horror comics that would become the center of a moral panic that rocked the industry; and romance comics for the emerging teen audience. Even the classic costumed heroes of the '40s retooled to take on the threat of Communism. From Western gunfighters to crime to horror, Atlas had it all!

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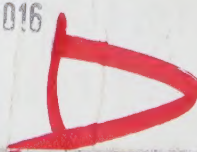
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